

OHIO GRANTMAKERS FORUM  
Conflict of Interest Policy  
(Approved by Board of Trustees on September 24, 2004)

Purpose

This policy applies to board members, staff and certain volunteers of Ohio Grantmakers Forum (OGF). A volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial or other resources of the organization. Persons covered under this policy are hereinafter referred to as 'interested parties.'

Financial Interest – a person has a financial interest if the person has, directly or indirectly, through business, investment or family –

- a. an ownership or investment interest in any entity with which OGF has a transaction or arrangement; or
- b. a compensation agreement with OGF or with any entity or individual with which OGF has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OGF is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the trustees and members of committees with board delegated powers considering the proposed transaction or arrangement.

Procedures for Review of Actual or Potential Conflicts

Where the actual or potential conflict involves an employee of OGF other than the President, the President shall be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of OGF. The President shall report to the Board Chair the results of any review and the action taken. The Board Chair, in consultation with the Executive Committee, shall determine if any further board review or action is required.

Where an actual or potential conflict exists between the interests of OGF and the President or an interested party, the following procedures shall apply:

- a. an interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of OGF shall not participate in anyway in, or be present during, the deliberations and decision making of OGF with respect to such action or transaction. The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction.
- b. The disinterested members of the board of trustees may approve the proposed action or transaction upon finding that it is in the best interests of OGF. The board shall consider whether the terms of the proposed transaction are fair and reasonable to OGF and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.

- c. Approval by the disinterested members of the board of trustees shall be by vote or a majority of trustees in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of trustees in attendance.
- d. The minutes of the board and all committees with board-delegated powers shall contain
  1. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
  2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

#### Violations of Conflict of Interest Policy

- a. If the board of trustees has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstance, the board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Annual Statements

Each trustee, staff and member of a committee with board delegated powers shall annually sign a disclosure statement which affirms that such person

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands that OGF is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

OHIO GRANTMAKERS FORUM  
CONFLICT OF INTEREST  
DISCLOSURE STATEMENT

As a volunteer or employee of OGF, I recognize that I owe duties of care, loyalty and obedience to OGF. One aspect of fulfilling those duties is to avoid conflicts of interest in which my allegiance might be split between an OGF position and responsibility and some other professional, business or volunteer position or responsibility. To help avoid conflicts, on this form I am disclosing other situations or areas in which it might even appear that I have conflicting duties to other entities. I invite any further review by OGF of any aspects of these situations or areas which might be considered appropriate. And I will take other steps, such as avoiding deliberation and resolution of certain issues or even withdrawing from my position in OGF, if it is determined that those steps are necessary to protect against legal liability to OGF or to me personally arising from conflicts of interest.

1. Professional, business or volunteer positions or responsibilities that might give rise to conflicts:

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2. Situations in which I am serving as a vendor, or am employed by or consulting with a vendor, to OGF or its members:

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3. I know if no professional, business or volunteer position or responsibility, including vendor situations, that might give rise to conflicts; check here \_\_\_\_\_.

4. I have received, read, understand, and agree to comply with the Ohio Grantmakers Forum Conflict of Interest Policy; check here \_\_\_\_\_.

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Signature

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Date

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Title