



Assistance League of Los Gatos-Saratoga Conflict of Interest Policy

This conflict of interest policy is designed to help the Board of Directors, employees and members of Assistance League of Los Gatos-Saratoga identify situations that present potential conflicts of interest and to provide Assistance League of Los Gatos-Saratoga with a procedure which will allow a transaction to be treated as valid and binding even though the Board of Directors, members or employees have or may have a conflict of interest with respect to the transaction. The policy is intended to comply with the procedure prescribed in CA statutes, governing conflicts of interest for directors of nonprofit corporations. All italicized terms are defined in Part 1 of this policy.

1. Definitions.

- A. A Potential Conflict of Interest is any circumstance described in Part 2 of this Policy.
- B. A Responsible Person is any person serving on the Board of Directors, any voting member or nonvoting member, any employee and any nonmember volunteer acting as an agent of Assistance League of Los Gatos-Saratoga.
- C. A Family Member is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- D. A Material Financial Interest in an entity is a financial interest of any kind, which, in view of all circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- E. A *Contract or Transaction* is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by Assistance League of Los Gatos-Saratoga. The making of a gift to Assistance League of Los Gatos-Saratoga is not a *Contract or Transaction*.

2. Potential Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create *Potential Conflicts of Interest*:

A. Outside Interests.

- (1) A *Contract or Transaction* between Assistance League of Los Gatos-Saratoga and a *Responsible Person* or *Family Member*.
- (2) A *Contract or Transaction* between Assistance League of Los Gatos-Saratoga and an entity in which a *Responsible Person* or *Family Member* has a *Material Financial Interest* or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

B. Outside Activities.

- (1) A *Responsible Person* competing with Assistance League of Los Gatos-Saratoga in the rendering of services or in any other *Contract or Transaction* with a third party.
- (2) A *Responsible Person's* having a *Material Financial Interest* in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative of, or consultant to, an entity or individual that competes with Assistance League of Los Gatos-Saratoga in the provision of services or in any other *Contract or Transaction* with a third party.

C. Gifts, Gratuities and Entertainment. A *Responsible Person* accepting gifts, entertainment or other favors from any individual or entity that:

- (1) Does or is seeking to do business with, or is a competitor of Assistance League of Los Gatos-Saratoga ; or
- (2) Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from Assistance League of Los Gatos-Saratoga ; or
- (3) Is a charitable organization;

under circumstances where it might be inferred that such action was intended to influence or possibly would influence the *Responsible Person* in the performance of their duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value.

3. Procedures.

- A. Prior to Board or committee action on a *Contract or Transaction* involving a *Potential Conflict of Interest*, a director or committee member having a *Potential Conflict of Interest* and who is in attendance at the meeting shall disclose all facts material to the *Potential Conflict of Interest*. Such disclosure shall be reflected in the minutes of the meeting.
- B. A director or committee member who plans not to attend a meeting at which such person has reason to believe that the Board or committee will act on a matter in which the person has a *Potential Conflict of Interest* shall disclose to the chairman of the meeting all facts material to the *Potential Conflict of Interest*. The chairman shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A person who has a *Potential Conflict of Interest* shall not participate in or be permitted to hear the Board or committee discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert their personal influence with respect to the matter, either at or outside the meeting.
- D. A person who has a *Potential Conflict of Interest* with respect to a *Contract or Transaction* that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a *Potential Conflict of Interest* may not vote on the *Contract or Transaction* and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

- E. *Responsible Persons* who are not members of the Board of Directors of Assistance League of Los Gatos-Saratoga, or who have a *Potential Conflict of Interest* with respect to a *Contract or Transaction* that is not the subject of Board or committee action, shall disclose to the chairman or their designee any *Potential Conflict of Interest* that such *Responsible Person* has with respect to a *Contract or Transaction*. Such disclosure shall be made as soon as the *Potential Conflict of Interest* is known to the *Responsible Person*. The *Responsible Person* shall refrain from any action that may affect Assistance League of Los Gatos-Saratoga's participation in such *Contract or Transaction*.
- F. In the event it is not entirely clear that a *Potential Conflict of Interest* exists, the individual with the potential conflict shall disclose the circumstances to the chairman or *their* designee, who shall determine whether there exists a *Potential Conflict of Interest* that is subject to this policy.

4. Confidentiality.

Each *Responsible Person* shall exercise care not to disclose confidential information acquired in connection with such status or information which might be adverse to the interests of Assistance League of Los Gatos-Saratoga. Each *Responsible Person* shall not disclose or use information relating to the business of Assistance League of Los Gatos-Saratoga for the personal profit or advantage of the *Responsible Person* or a *Family Member*. Each *Responsible Person* shall not disclose or use Assistance League of Los Gatos-Saratoga's roster, mailing lists or donor names in any form for the personal profit or advantage of the *Responsible Person* or a *Family Member*.

5. Self-Dealing.

Each *Responsible Person* shall not receive any advantage over the public in relation to Assistance League of Los Gatos-Saratoga's events.

6. Review of Policy.

- A. Each new *Responsible Person* shall be required to review a copy of this policy and to acknowledge such in writing.
- B. Each *Responsible Person* shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the *Responsible Person* is involved that could contribute to a *Potential Conflict of Interest* arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to Assistance League of Los Gatos-Saratoga. Any such information regarding business interests of a *Responsible Person* or a *Family Member* shall be treated as confidential and shall generally be made available only to the President, the Executive Director and any committee appointed to address *Potential Conflicts of Interest*, except to the extent disclosure is necessary in connection with the implementation of this policy.
- C. This policy shall be reviewed annually by the Board of Directors. Any changes to the policy shall be communicated immediately to all *Responsible Persons*.