

# **Friends of Pheasant Branch Conservancy (FOPBC)**

## **Code of Ethics and Conflict of Interest Policy**

**Adopted August 14, 2014**

**Revised April 4, 2016**

**Revised October 18, 2021**

### **Code of Ethics**

- A. **Purpose:** The Friends of Pheasant Branch Conservancy (FOPBC) is a 501(c)(3) nonprofit with a mission to restore, protect and promote the Pheasant Branch Conservancy and its watershed for today and tomorrow. FOPBC recognizes that, to effectively carry out its mission and maintain public trust, board members, committee members, staff, and persons acting on behalf of FOPBC must adhere to the highest ethical and legal standards when acting on behalf of FOPBC. This Code contains broad principles reflecting the types of behavior FOPBC expects toward members, donors, peers, staff and the public.

Board members, committee members, staff, and those persons acting on behalf of FOPBC shall:

1. Listen to our stakeholders and make all reasonable efforts to satisfy their needs and concerns within the scope of our mission, and to strive for excellence and innovation and demonstrate professional respect and responsiveness to constituents, members, donors, and others.
2. Respect the confidentiality of sensitive information about FOPBC, constituents, members, donors, staff and board members.
3. Comply with applicable federal, state and local laws, regulations and fiduciary responsibilities in an effort to create transparency in all of our operations.
4. Accept no commissions, gifts, payments, loans, promises of future benefits or other items of value from anyone who has or may seek some benefit from FOPBC in return, other than occasional gifts of nominal value that are in keeping with good business ethics.
5. Abide by the governing documents and policies of FOPBC.

- B. **Administration:** It is the responsibility of the Board of Directors and its Governance Committee to administer this Code of Ethics policy in accordance with its provisions.

### **Conflict of Interest**

- A. **Purpose:** The purpose of this policy is to protect the integrity of the decision making process of the Friends of Pheasant Branch Conservancy (FOPBC) when persons in a position to influence a decision have a private interest in the outcome of the decision. It is essential for the ethical operation of FOPBC and the protection of public confidence that FOPBC does not offer special treatment to any person because of that person's relationship with the FOPBC. As a public charity as defined in IRS Regulation 501(c)(3), FOPBC is required to ensure that its actions benefit the general public. It is not permissible to take any action *primarily* for the purpose of conferring a private benefit on an individual. A private benefit is allowed if it is incidental to the primary purpose of the action, and if the primary purpose cannot reasonably be achieved without conferring the private benefit. This policy has two sections:

1. Obligations of persons who have a duty of loyalty to FOPBC when they have a potential conflict of interest in regard to decisions they are responsible for; and
2. Obligations of FOPBC when a proposed action has the potential to benefit a person whose relationship with FOPBC creates the possibility, whether real or perceived, of undue influence over the decision.

**B. Administration:** It is the responsibility of the Board of Directors and its Governance Committee to administer this Conflict of Interest policy in accordance with its provisions.

**C. Obligations of Individuals Who Have a Duty of Loyalty to FOPBC**

1. Covered Persons - Persons who have a duty of loyalty to FOPBC include members of the Board of Directors, staff, members of committees or advisory groups that have the authority to; a) make decisions for FOPBC or recommendations to the Board regarding specific actions; or b) make representations to the public on behalf of FOPBC. Individuals in this group are described as “Covered Persons” in this policy.
2. Definition of Conflict of Interest - Covered persons may have a conflict of interest when they have a private interest, financial or otherwise, in a transaction or project under consideration by the Board of Directors or a committee of FOPBC or when they propose to act on any issue, matter, or transaction in which the FOPBC has an interest, and in which they may have an interest separate from that of FOPBC. The private interest may be a direct benefit to the covered person, or an indirect benefit through another party to whom the Covered Person has a family, business, or other affiliation.

Family affiliations include spouse or domestic partner, parents and grandparents and their spouses, children and grandchildren and their spouses, and siblings and their spouses. Business affiliations include any person, corporation, or organization controlling, controlled by or under common control with the Covered Person. Other affiliations include entities in which the covered person serves on the Board or has a decision-making position, such as other nonprofits, funders, municipalities or state or federal governments.

It is the responsibility of the Board or Executive Committee to determine if a potential conflict of interest constitutes an actual conflict of interest.

1. General Guidelines - Covered Persons must conduct themselves under strict rules of honesty and fair dealing between themselves and FOPBC. Such persons shall not use their position or knowledge gained during their association with FOPBC for their private benefit nor to obtain an unfair advantage over any aspect of their dealings with FOPBC.

Each covered person is obliged:

- a. To disclose to the Board or committee of the Board on which he or she serves, the existence of any potential conflict of interest;
- b. To abstain from discussing with Board members, employees, or committee members any issue, matter, or transaction in which the Board or committee has determined he/she has a conflict of interest unless specifically asked by the Board or a Board committee to give information on the issue, matter, or transaction;
- c. To absent himself or herself from Board and committee discussions on any

issue, matter or transaction involving a conflict of interest, unless requested by the Board or committee to give information on the issue, matter or transaction;

- d. To abstain from voting on any such issue, matter or transaction; and
  - e. When requested by the Board, to resign from the Board of Directors or committee, until such time as the matter giving rise to the conflict of interest has been resolved. When, in the opinion of the Board or Executive Committee the matter has been sufficiently resolved, the Covered Person may be invited to rejoin the Board or committee.
2. Failure to Disclose a Potential Conflict of Interest - Any failure to disclose a potential conflict of interest known to the covered person may result in removal from the Board, committee or staff if the Board decides it is warranted.

#### **D. Obligations of the Board in Preventing Undue Influence Over Decisions**

1. Actions with the Potential for Undue Influence - Whenever an action is taken by FOPBC that benefits an individual, the Board must be certain that the private benefit is incidental and that the primary purpose of the action is to advance the mission of FOPBC. Actions involving certain persons whose relationship with FOPBC suggests an ability to influence its decisions are subject to a higher level of scrutiny to guard against undue influence. Such actions include conflict of interest situations as described above, and also situations where the person receiving the benefit has no duty of loyalty to FOPBC but has a close relationship with FOPBC or access to confidential information. These persons, referred to in this policy as “influential persons (IP)”, include:
- a. Persons subject to conflict-of-interest requirements as defined above in Paragraph C1 above.
  - b. Anyone who has served as an officer, director or staff member within the five years preceding the date of the action;
  - c. Founders of FOPBC;
  - d. Donors whose contributions within one year preceding the action exceed \$5,000 or whose total contributions to FOPBC exceed \$50,000;
  - e. Family members of all the above, including spouses, parents and grandparents and their spouses, children and grandchildren and their spouses, and siblings and their spouses; and
  - f. Business affiliations, including any person, corporation, or organization controlling, controlled by or under common control with any of the above.
2. Requirements of the Board or Committee to Prevent Undue Influence - When the Board or committee has determined that an action being considered involves a perceived or actual conflict of interest or has the potential to benefit an Influential Person, it will excuse the person concerned from any discussions of the action. In the case of a conflict of interest, the Board or Executive Committee may request that the conflicted person resign or take a leave of absence if the nature and magnitude of the conflict warrants it.

The Board will approve the action only after making specific findings (recorded in the minutes) that:

- a. The action is fair and benefits FOPBC and its objectives;
- b. Any consideration received by FOPBC is at least equal in net value to any economic benefit offered in exchange (e.g., a board- and/or committee-member serving as a Naturalist in order to cover required workload in the

- furthurance of FOPB goals, and receiving the same compensation as others receive for routine services rendered on a regular, recurring basis);
- c. The action is approved with the Board's full knowledge of its financial or other benefit to the influential person involved;
- d. The influential person involved did not receive special treatment because of his/her relationship with FOPBC;
- e. When the influential person is a Board, staff or committee member, that person did not participate in the vote approving the action and was absent both during the discussion of the action and when the Board or committee voted on it; and
- f. A more advantageous arrangement could not have been obtained with reasonable effort.<sup>[SEP]</sup>

#### **E. Documentation:**

1. Applications of the Code of Ethics Policy - will be recorded in a signed Code of Ethics Commitment Form.
2. Code of Ethics Commitment - This form must be completed by all members of the board of directors, committee members and staff upon joining the Friends of Pheasant Branch Conservancy.
3. Applications of the Conflict of Interest Policy - will be recorded in the minutes of the Board or committee meeting. The minutes shall include:
  - a. The name(s) of the person(s) who disclosed or otherwise were found to have an interest in connection with an actual possible conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board or committee's decision as to whether a conflict of interest existed.
  - b. 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 with the proceedings.
4. Annual Statements - Covered Persons subject to the conflict-of-interest provisions shall either a) sign a statement acknowledging that they have read and understand the policy and disclosing any known potential conflicts; or b) may self-certify to this effect in an email to the Chair of the Governance Committee. These statements will be renewed annually and updated as needed in the interim.
5. Board Actions – The Governance Committee shall present to the Board of Directors for their decisions on any identified issues of real or potential conflict of interest.
6. Status Summaries – The Governance Committee shall keep the most recent record summary of the statements of the “covered persons” in the FOPBC electronic files.

#### **F. Reviews**

The Board of Directors will review this policy at least once every three years. The Chair of the Governance Committee shall be the administrator or "owner" of this Policy, with responsibilities including keeping it current and valid, and assuring timely review.

## **G. Version History**

Approved by Board of Directors at the meeting of October 18, 2021

## **H. Attachments and/or related documents:**

1. Code of Ethics Commitment Form
2. Conflict of Interest Annual Disclosure Form

## **Code of Ethics Commitment Form**

**(Revised April 4, 2016)**

**Reviewed October 18, 2021**

*This form must be completed by all members of the board of directors, committee members and staff upon joining the Friends of Pheasant Branch Conservancy. It is to be provided to the Governance Committee as a signed hard-copy document, or in a self-certifying email.*

The undersigned, by their affixed signature, accept and agree to abide by the Code of Ethics Policy:

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Date

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Signature

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Printed Name

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Position within the organization (e.g. board member, committee member, staff)

# Conflict of Interest Annual Disclosure Form

(Revised April 4, 2016)

Reviewed October 18, 2021

*It is to be provided on an annual basis to the Governance Committee as a signed hard-copy document, or in a self-certifying email.*

In keeping with the Friends of Pheasant Branch Conservancy (FOPBC) Conflict of Interest Policy, members of the Board of Directors, committee members, staff and persons acting on behalf of FOPBC have the responsibility to disclose any real or perceived conflicts of interest, which may affect the operation of FOPBC. Please check off your response to each of the following questions. Use the space below to describe any circumstances where you respond "Yes" to any question.

1. Are you aware of any board or committee voting matters where you, your family or your personal or professional colleagues are affected? Yes\_\_\_\_ No\_\_\_\_
2. Do you have a role in any for-profit organization, or memberships with other non-profit organizations dedicated to similar goals which may create conflicts when identifying potential land conservation opportunities, donor lists, grants, proposals for governmental and private funding, or other areas? Yes\_\_\_\_ No\_\_\_\_
3. Do you represent another organization, which is applying to the same source(s) for funding? Yes\_\_\_\_ No\_\_\_\_
4. Are you or your firm being compensated by FOPBC for services? Yes\_\_\_\_ No\_\_\_\_
5. Have you accepted any gifts or gratuities from individuals or companies doing business or seeking to do business with FOPBC? Yes\_\_\_\_ No\_\_\_\_
6. Are there any other potential actions or relationships you have which could be viewed as either real or perceived conflicts of interest? Yes\_\_\_\_ No\_\_\_\_

Please explain the circumstances of any real or perceived conflicts of interest you feel should be disclosed to the Friends of Pheasant Branch Conservancy Board of Directors.

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Signature

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Date