



MOHONK PRESERVE
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Conflict of Interest and Confidentiality Policy

Adopted by Board of Directors April 1, 2007; Rev: 9/2010; Rev: 4/2013; Rev: 6/2014; Rev:6/2019

Members of the Board of Directors, employees, volunteer committee members, substantial contributors, and paid professional consultants of the Mohonk Preserve have a duty of loyalty to the Preserve. They are not permitted to use their positions to profit personally at the expense of the Preserve or to benefit, at the expense of the Preserve, the professional or financial interests of any other entity on which they may serve as Board members, officers, employees, or volunteer committee members. The duty of loyalty prohibits Interested Persons of Mohonk Preserve from entering into unfair transactions or contracts with Mohonk Preserve. In addition, an Interested Person of Mohonk Preserve must perform their duties in good faith and in a manner they reasonably believe to be in the best interest of the Preserve. This policy is intended to express general guidelines that are to be observed by Interested Persons of the Mohonk Preserve.

Definitions

1. Interested Person

Any Board member, employee, volunteer committee member, substantial contributor, or paid professional consultant who has significant professional, contractual, personal, or potential financial and/or fiduciary interest (as defined below) that may bring them into conflict with the Preserve's interests, is an "Interested Person."

2. 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 the Preserve does business;
- b) a compensation arrangement with the Preserve or with any entity or individual with which the Preserve does business; or
- c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Preserve is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are greater than \$75 dollars in value. However, this shall not preclude reimbursement for an Interested Person's approved out-of-pocket expenses incurred while conducting business on behalf of the Preserve, including lodging, travel, and other expenses specifically included in the approved annual budget of the Preserve, and/or within the documented budget authority of the President.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest has a conflict of interest only if the person or the Board or Committee on which they serve decides that a conflict of interest exists.

3. Key employee means any employee who is in a position to exercise substantial influence over the affairs of the Corporation.

4. Relative means spouse, ancestors, siblings, children, grandchildren, and great-grandchildren and their spouses, and domestic partner.

5. **Related Party Transactions**

The organization is prohibited from entering into any Related Party Transactions unless the transaction is determined by the Board to be fair, reasonable, and in the organization's best interest at the time of such determination.

a) **Related Party** means:

- any director, officer, or key employee of the Corporation, or affiliate of the Corporation;
- any relative of any director, officer, or key employee of the Corporation or any affiliate of the corporation;
- any entity in which any of those individuals described in the definitions herein has a 35 % or greater ownership interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest of 5% or greater.

b) A "Related Party Transaction" is any transaction in which a Related Party has a Financial Interest, and in which the Corporation or any affiliate is a participant.

Disclosure

1. Any potential conflict of interest on the part of an Interested Person shall be disclosed and made a matter of record through a yearly disclosure form and at the time a conflict arises during Board or Committee deliberations.
2. An Interested Person has an obligation to abstain from voting on any matter in which they determine that they have a conflict of interest, a Financial Interest, is engaged in a Related Party Transaction, or where a majority of the members of the Board or Committee on which they serve determines that a conflict exists.
3. An Interested Person who has a Financial Interest in such cases should recuse themselves from being present at or participating in deliberations on the matter. If a person recuses themselves, and/or is requested to leave the room by the President of the Board or by majority vote of the Board or Committee prior to the discussion on the issue, they shall leave the room.

Procedures

1. On an annual basis, all Board members, employees, volunteer committee members, and paid professional consultants shall disclose on this form (**see below**) any significant professional, contractual, personal, or potential fiduciary and/ or financial interests that may bring them in conflict with the Preserve's interests. Similarly, when nominated for office, or solicited or requested to serve on a committee, prospective Board or volunteer committee member should disclose to the organization any such affiliations that could be construed to be related to the Mohonk Preserve and its activities.

On an annual basis a confidential list of significant contributors who have donated greater than \$25,000 within the fiscal year will be reviewed to determine if a conflict of interest might exist.

2. These forms shall be reviewed by the Executive Committee of the Board and kept on record in the Preserve office.
3. In the event of a disagreement as to the existence of a conflict of interest, the disagreement will be resolved by a majority vote of the Board or Committee.
4. Related Party Transaction Procedure:
 - a) Any director, officer, or key employee with a Financial Interest in a Related Party transaction must disclose in good faith to the Board all the material facts concerning such interest.

- b) No Related Party may participate in deliberations or voting relating to the related party transaction other than presenting information as requested by the Board prior to deliberations or voting on the matter.
- c) Prior to approving a Related Party transaction, the Board must:
 - 1) consider alternatives;
 - 2) approve the transaction by majority vote; and
 - 3) contemporaneously document the basis for the approval, including consideration of alternatives.
- d) This section does not ban Related Party Transactions, but rather seeks to ensure that the organization only engages in such transactions when they are in the organization's best interest. Related Party Transactions for which reasonable alternatives are not readily available should be carefully documented.

5. Steps for Documenting and Managing Potential Conflicts During Meetings:

- When possible, Committee Chair and/or Staff will work in advance of the meeting with the conflicted person, so that they are aware and sensitive in advance to the need to declare their conflict and recuse.
- When the agenda item is reached, conflicted party identifies self and explains nature of conflict.
- Committee Chair and/or Staff member(s) provide summary of agenda item.
- Conflicted party is given the opportunity to provide additional information/perspective and answer questions.
- Conflicted party leaves room.
- Board or Committee has further discussion, deliberation and vote.
- In post-meeting minutes, identify for the record the conflicted party, the recusal, and the vote outcome.

Standards of Conduct

Mohonk Preserve's Board of Directors, employees, volunteer committee members, and paid professional consultants shall be subject to and abide by the following standards of conduct:

- a) They shall not advocate that a friend or relative be hired by the Mohonk Preserve;
- b) They shall not receive a commission or fee for working for the Preserve (except receipt of wages/salary paid to Preserve employees in the normal course of business, and fees paid to professional consultants retained by Mohonk Preserve);
- c) If the Preserve is exploring acquiring land or an easement on land which adjoins the premises of an Interested Person, or a relative of the Interested Person, or a key employee, same shall be disclosed immediately upon learning of the potential conflict and pertinent information shall be provided. In the event a vote is taken with respect to purchasing the land or easement, the individual who has the potential conflict should recuse themselves upon the vote.
- d) They shall adhere to Related Party transaction standards for related party disclosure and written documentation.

The above are without limitation and are not intended to be an exhaustive catalogue of standards of conduct.

Confidentiality

Members of the Board of Directors, employees, volunteer committee members, substantial contributors, and paid professional consultants shall keep information learned during the course of Mohonk Preserve activities and meetings in strict confidence when the information concerns the administration and activities of the Preserve. By way of example only, Interested Persons shall not disclose a possible land or easement acquisition project until the Preserve has gained site control and preliminary approvals from appropriate State or local entities, nor shall the Interested Persons disclose the Preserve's confidential finances, confidential donor information, pending or threatened litigation, or employee disciplinary matters with any entity other than as specifically authorized by the Board of Directors.