

## MEYER CENTER FOR SPECIAL CHILDREN

### CONFLICT OF INTEREST POLICY

The Board of Directors of Meyer Center for Special Children adopts the following policy which shall be effective on the date that the policy is adopted by the Board.

#### SECTION 1. Definitions

- 1) "Board" means the Board of Directors of Meyer Center for Special Children;
- 2) "Conflict of interest" means an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any Director or Key Personnel in a manner that is adverse to the interests of the School. A conflict of interest may exist when the interests or potential interests of any Director or Key Personnel, or that person's close relative, or any individual, group, or organization to which the person associated with the School has allegiance, may be seen as competing with the interests of the School, or may impair such person's independence or loyalty to the School;
- 3) "Director" means any individual serving on the Board;
- 4) "Key Personnel" means any individual employed by the School in a management capacity or otherwise deemed to be covered by this policy by the School's executive director;
- 5) "President" means the individual serving on the Board who has been appointed to serve as the Board President; and
- 6) "School" means Meyer Center for Special Children.

#### SECTION 2. Purpose

The purpose of this policy is to prevent the institutional or personal interests of the School's Directors or Key Personnel from interfering with the performance of their duties to the School, and to ensure that there is no personal, professional, or political gain at the expense of the School. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest and the recusal of any interested party in a decision relating thereto.

#### SECTION 3. Policy Statement

Directors must demonstrate unconflicted loyalty to the interests of the School. All Directors and Key Personnel shall conduct their personal business and private affairs to avoid any potential or actual conflict of interest between themselves and the School, and shall take immediate and appropriate action to resolve any conflict of interest which actually arises. All Directors and Key Personnel shall report to the President any facts or circumstances which they know, or should know, have resulted or will result in a potential or actual conflict of interest on the Conflict of Interest Questionnaire.

#### SECTION 4. Avoiding Potential or Actual Conflicts

In order to avoid situations which potentially, or in fact, give rise to a conflict of interest, Directors and Key Personnel shall not engage in any of the following activities, except as

authorized by a prior approval of the Board following full disclosure by the affected Director or Key Personnel:

- 1) No Director or Key Personnel or member of his/her family shall accept, except on behalf of the School, any money or valuable thing because of any purchase, sale, investment, or loan made by or for the School, nor shall any person have any pecuniary interest in any such purchase, sale, investment, or loan.
- 2) No Director or Key Personnel or member of his/her family shall obtain any loan from the School nor, without the consent of the Director, hold or acquire a financial interest in any enterprise which is in competition with the School or which to the knowledge of the individual has any business relationship with the School as a vendor, or which to the knowledge of the individual has any outstanding loan from the School or is negotiating any such loan.
- 3) No Director or Key Personnel or member of his/her family shall accept gifts, gratuities, favors, or services of any kind from any person, firm, or corporation doing business or seeking to do business with the School, under circumstances in which it might be inferred that the donor's purpose was to influence the individual in the performance of his/her duties.

However, a gift may be accepted under the following circumstances:

- (a) The gift has no more than a token value; and
  - (b) It is in the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together.
- 4) No Director or Key Personnel or any member of his/her family, shall divulge to others confidential School information, or use such information for personal profit.
  - 5) No Director or Key Personnel or any member of his/her family shall accept or maintain any position with any other business which position would conflict or might reasonably conflict with the individual's performance of School duties or responsibilities, without full disclosure thereof to the Directors.
  - 6) Directors must not use their positions to obtain employment or special considerations at the School, or agencies with whom the School has formal contracts, for themselves, family members, or close associates. If a Director desires employment at the School, he/she must first resign from his/her duties as a Director. A Director shall be off the Board for a minimum period of one year prior to accepting employment with the School.
  - 7) No Director or Key Personnel or any member of his/her family shall have any business or financial interest in any third-party dealing with the School or derive any remuneration or other financial gain from a transaction involving the School.

- 8) No Director or Key Personnel or any member of his/her family shall engage in any other activity or take any other action not enumerated herein where the interests of the Director or Key Personnel may compete or conflict with the interests of School.

#### SECTION 5. Disclosure and Recusal

Whenever any Director has a conflict of interest or a perceived conflict of interest with the School, he/she shall notify the President of such conflict in writing.

Whenever any Key Personnel has a conflict of interest or a perceived conflict of interest with the School, he/she shall notify the Executive Director of such conflict in writing.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the Board the interested person shall call it to the attention of the President and shall not be present during Board discussion or decision on the matter. However, that person shall provide the Board or applicable committee with any and all relevant information on the particular matter, including by presenting such information at a Board meeting. The interested person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the conflict of interest.

The minutes of the meeting of the Board or its committee shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.

#### SECTION 6. Board Action

After calling a conflict of interest to the attention of the Board, the interested person(s) shall not vote on the matter.

The President shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining compensation. After exercising due diligence, the Board shall determine whether the School can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is: (i) in the School's best interests; (ii) for its own benefit; and (iii) fair and reasonable.

Lastly, the Board shall make its decision as to whether to enter into the transaction or arrangement.

#### SECTION 7. Conflict of Interest Questionnaire

Each Director and Key Personnel, as applicable, shall submit a fully executed copy of the Conflict of Interest Questionnaire to the President or his or her designee within thirty (30) days of receipt. All new Directors and Key Personnel shall complete the Questionnaire upon assumption of their responsibilities. Current Directors and Key Personnel shall complete the Questionnaire on an annual basis. The President will note receipt of the Questionnaires in the minutes of the Board meeting, and will take whatever action he/she deems appropriate to resolve such potential or actual conflicts of interest as disclosed on the Questionnaire.

#### SECTION 8. Effective Date

This policy shall become effective upon its adoption and shall apply to all Directors and Key Personnel.

#### SECTION 9. Confidentiality

Any information disclosed in the Questionnaire shall be confidential and used only for purposes of enforcing this Policy.

Adopted August 21, 2019

**MEYER CENTER FOR SPECIAL CHILDREN**

**CONFLICT OF INTEREST QUESTIONNAIRE**

This questionnaire has been prepared in accordance with Meyer Center for Special Children's Conflict of Interest Policy, and is to be completed by each Director and any Key Personnel as deemed necessary.

It is expected that when a potential for, or an actual conflict of interest exists, the affected individual will disclose it immediately to the President and refrain from participating, discussing, and/or voting on that issue.

Please read the statements below and check your appropriate response, including explanations, where applicable. Please date, sign, and return the form to the President, or his/her designee, within thirty (30) days of receipt.

I have examined my personal situation as directed in the Conflicts of Interest Policy and find that I have:

( ) No area of potential or actual conflicts of interest.

( ) No area of potential or actual conflicts of interest except as follows:

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I have read and agree to abide by the Conflict of Interest Policy.

\_\_\_\_\_  
(Signature)

\_\_\_\_\_  
(Date)

\_\_\_\_\_  
(Print or type name and title)