

**CONFLICT OF INTEREST POLICY OF THE
GREAT SWAMP WATERSHED ASSOCIATION
ADOPTED OCTOBER 29, 2008**

This Policy governs the activities of the Board of Trustees and Staff of the Great Swamp Watershed Association (the "Organization"). Any questions as to interpretation of the policy or its application to a specific situation should be directed to the Executive Director or the Chair of the Board of Trustees for prompt resolution. It is the responsibility of all board members and staff to be aware of this policy, and to actively seek to identify conflicts of interest and situations that may result in the appearance of a conflict of interests and to promptly disclose such situations/conflicts or potential conflicts to (i) the employee's supervisor in the case of staff members, (ii) the Executive Director, (iii) the Chairperson of the Board of Trustees, as may be appropriate. Any time a person is unsure of whether or not a given situation represents a conflict, it is recommended that the situation be discussed with one of the above named individuals for resolution. The policy provides common sense guidelines for identifying conflicts, disclosing conflicts and offers procedures to be followed to assist this Organization to manage the identification and disclosure of both (a) conflicts of interest and situations that may result in (b) the appearance of conflicts of interest.

1. **Definition:** A conflict of interest arises when a board or staff member has a personal interest that conflicts directly or indirectly with the general interests of the Organization or arises in situations where a board/staff member has divided loyalties (also known as a duality of interest). The former can result in situations that result in inappropriate financial gain to persons in authority at the Organization which could lead to financial penalties and/or violations of IRS regulations. Similarly, situations or transactions arising out of a conflict of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in the Organization's decision making. Either of these results can be very damaging to the Organization and are to be avoided.

- A. Example 1: a person in a position of authority over the Organization may improperly benefit financially from a transaction between the Organization and board/staff member; or others closely associated with the board/staff member may be affected financially. Alternatively, family members, their businesses, or other persons or the businesses of persons with whom the board/staff member is closely associated, could benefit improperly from similar transactions.
- B. Example 2: A conflict of interest could be a direct or indirect financial interest such as described above, or a personal interest where a board/staff member is also a board/staff member of another non-profit or for profit entity which is in a position to benefit from the transaction.

It is not possible or particularly useful to attempt to enumerate all the different types of situations in which a conflict of interest (or appearance thereof) might arise. Fortunately most of us are equipped with an internal detection capability which alerts us to the potential for a conflict of interest. This policy directs you to pay attention to your detection capability and to promptly disclose any conflict or potential for conflict, ideally before it arises. In any situation in which you believe a potential conflict or appearance thereof might exist or arise you are encouraged to discuss the matter with the Executive Director or Chairperson of the Board for guidance. Common sense will usually suggest to you whether or not you are in the presence of a conflict of interest situation.

2. **Who is affected by this policy?** Typically persons who must abide by a conflict of interest policy are the board members of the Organization, officers of the Organization and all staff members. In addition, family members of any of the above may also be affected by this policy as could donors, suppliers or any individuals or entities engaged by the Organization to provide services to the Organization. Board and staff members are urged to routinely consider how a given situation might be viewed by an uninvolved outside party. If you are concerned that such a party might interpret a given set of circumstances as constituting a possible conflict you should be concerned and you should report the situation as instructed above.

3. **Disclosure of conflicts.** On an annual basis each member of the Board of Trustees will submit a disclosure statement responding to the receipt of a questionnaire from the Executive Director in which they will fully disclose any conflicts of interest that arise from their individual situation, their family or their work interests as may be applicable. It remains the responsibility of each board member to voluntarily update such disclosure document promptly in the event that a change in circumstances of any kind gives rise to a perceived conflict of interests or could be so viewed by an uninvolved third party. Based on an interpretation of such disclosure statements (as amended) by the Executive Director or as may be required, by the full Board of Trustees the submitter will be informed as to whether or not the Executive Director and/or the Board of Trustees concur with the submitter that the situation described represents a conflict of interests and how the situation can be resolved. Appropriate records of such interpretations and action directives will be maintained by the Executive Director to document that GSWA is dealing with this general subject in a responsible manner.

Great Swamp Watershed Association
ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM

The Conflict of Interest Policy of GSWA requires any Trustee, Director, Officer or management staff to disclose any direct or indirect financial or other material interest or co-investment interest that he or she has or reasonably expects to have in any proposed or existing contract, transaction, or arrangement with GSWA, or in any other matter under consideration or to be considered by the Board of Trustees, Directors, the Executive Committee or any other Board Committee.

Please initial each statement that applies to you:

___ I have read and am familiar with the Conflict of Interest Policy.

___ I am not aware of any direct or indirect financial or other material interest or co-investment interest that is required to be disclosed under the Conflict of Interest Policy.

___ I have completed in the form below every direct and indirect financial or other material interest or co-investment interest that is required to be disclosed under the Conflict of Interest Policy. (Please complete the Declaration Form on the reverse page).

During the time I am a Trustee, Director, Officer or management staff of GSWA, I agree to report promptly any future situation that might involve or appear to involve me or any of my relatives in any potential conflict of interest with GSWA.

I am completing this disclosure statement based on the definitions below that are taken from the Conflict of Interest Policy.

Signature: _____ Date: _____

Please return this statement no later than: _____.

For the purposes of this Policy, a Trustee, Director, Officer or management staff has a **direct or indirect financial interest** in a proposed or existing contract, transaction, or arrangement if he or she, or one of his or her relatives has:

- a. An ownership or investment interest in any entity with which GSWA has a transaction or arrangement,
- b. A compensation arrangement with GSWA or with any entity or individual with which the GSWA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which GSWA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

CONFLICT OF INTEREST DECLARATION

I hereby acknowledge that I have a potential conflict of interest with the following organizations that may have a relationship with GSWA:

Organization

Relationship

[illegible]