

# PNSQC Conflict of Interest Policy

Version 2 March 9, 2022

\* **PNSQC Secretary Note:** This version was approved by the Board of PNSQC on March 9, 2022. This version adds Policy 1 and renumerbs existing policies.

## PURPOSE

The purpose of this policy is to prevent the personal interests of board members, employed staff members, and volunteers from interfering with the fulfillment of their duties to the Pacific Northwest Software Quality Conference (PNSQC), which could result in personal financial, professional, or political gain at the expense of PNSQC or its members, supporters, and other stakeholders.

Definitions	
Term	Definition
<i>Conflict of Interest</i> (also Conflict)	A conflict or the appearance of a conflict between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include, but are not limited to, board members, officers, committee chairs, and staff members of the Pacific Northwest Software Quality Conference
<i>Board of Directors</i>	The board elected by the members of the PNSQC.
<i>Member</i>	A member of PNSQC which shall be a state association of non profit organizations that represent a statewide and multiple-sector or sub-sector 501(c)(3) constituency with a diverse range of corporate identities, or a regional association of nonprofit organizations that represent a specific region with a state or multi-state geographic area and a multi-sector or sub-sector constituency with a diverse range of corporate identities.
<i>Officer</i>	An officer of the Board of Directors.
<i>Staff Member</i>	A person who receives all or part of her/his income from the payroll of PNSQC.
<i>Supporter</i>	A corporation, foundation, or individual, or other nonprofit organization who contributes anything of monetary value, including but not limited to, salary or other payments for services (consulting fees, honoraria), equity interests (stocks, stock options, or other ownership interests), and intellectual property rights (e.g., patents, copyrights, and royalties from such rights) to PNSQC.
<i>Volunteer</i>	A person -- other than a board member but inclusive of committee chairs and other key volunteer roles -- who does not receive compensation for services and expertise provided to the PNSQC and retains a significant independent decision-making authority to commit resources of the organization (an example would be the Publicity Committee Chairperson).

## POLICY

1. Board members, employed staff members, and volunteers shall recuse themselves from PNSQC business for which actual or potential conflict of interest exists.
2. Full disclosure, by notice in writing, shall be made by the specified parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
  - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
  - b. A staff member in a supervisory capacity is related to another staff member whom s/he supervises.
  - c. A board member, or board member's organization, relative, or domestic partner stands to benefit from a PNSQC transaction or staff member of said organization receives payment from the PNSQC for any subcontract, goods, or services other than as part of her/his regular job responsibilities, reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
  - d. A board member's organization receives grant funding from the PNSQC.
  - e. A board member or staff member is a member of the governing body of a contributor to the PNSQC.
  - f. A volunteer working on behalf of PNSQC who meets any of the situations or criteria listed above.

3. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists, and if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the best interest of PNSQC. Votes shall be by simple majority without counting the vote of any interested director, even if the disinterested directors are less than a quorum.
4. A Board member who is considering employment with PNSQC must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. The Board member who is considering employment with the PNSQC must submit a written request for a temporary leave of absence to the President of the PNSQC (unless it's the President then the request will be made to the Vice President) indicating the time period of the leave. The President/Vice President will then inform the rest of the board of directors of such a request and will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the PNSQC.
5. An interested Board member, officer, or staff member shall not vote on or be present for any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, their presence may be requested to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
6. Anyone in a position to make decisions about spending the resources of the PNSQC (e.g., transactions such as purchases contracts) who also stands to benefit from that decision has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he shall not participate in any final decisions.
7. A copy of this policy shall be given to all Board members, staff members, committee chairs and other key stakeholders upon commencement of such person's relationship with PNSQC or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment. All signed forms are valid in perpetuity of active service to PNSQC until such time as individual circumstances may require further disclosure and an updated, signed conflict of interest form. Failure to sign does not nullify the policy..
8. The PNSQC Secretary will file this policy annually and whenever it is amended by the Board of Directors.

# **Pacific Northwest Software Quality Conference**

## **Conflict of Interest Disclosure**

This form must be filed with the Secretary by all board members, committee chairs, and volunteers as identified in the Pacific Northwest Software Quality Conference Conflict of Interest Policy.

Initial one of the following:

- I have no conflict of interest to report  
 I have the following conflict of interest to report (please specify):

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I the undersigned, by my affixed signature, note my understanding of the implications of this policy.

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Signature

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Printed Name

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Date