

## **CONFLICT-OF-INTEREST POLICY**

The purpose of this conflict-of-interest policy is to prevent the institutional or personal interests of USGBC Texas Chapter Board Members, Regional Council Members, officers, and staff from interfering with the performance of their duties to USGBC Texas, and to ensure that there is no personal, professional, or political gain at the expense of USGBC Texas. 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.

A conflict of interest may exist when the interests or potential interests of any director, officer, or staff member, or that person's close relative, or any individual, group, or organization to which the person associated with USGBC Texas has allegiance, may be seen as competing with the interests of USGBC Texas, or may impair such person's independence or loyalty to USGBC Texas. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of USGBC Texas.

### **Examples**

A conflict of interest may exist if a director, officer, staff member, or close relative

- Has a business or financial interest in any third party dealing with USGBC Texas. This does not include ownership interest of less than 5 percent of outstanding securities of public corporations.
- Holds office, serves on a board, participates in management, or is employed by any third party dealing with USGBC Texas, other than direct funders to USGBC Texas.
- Derives remuneration or other financial gain from a transaction involving USGBC Texas (other than salary reported on a W-2 or W-9 or salary and benefits expressly authorized by the board).
- Receives gifts from any third party on the basis of his or her position with USGBC Texas (other than occasional gifts valued at no more than \$[50], or if valued at more than \$[50], the gift is made available in a team space or common area for others to share — e.g., fruit baskets, boxes of candy). All other gifts should be returned to the donor with the explanation that USGBC Texas policy does not permit the acceptance of gifts. No personal gift of money should ever be accepted.
- Engages in any outside employment or other activity that will materially encroach on such person's obligations to USGBC Texas; compete with USGBC Texas' activities; involve any use of USGBC Texas' equipment, supplies, or facilities; or imply USGBC Texas' sponsorship or support of the outside employment or activity

### **Use of Information**

Directors, officers, and staff shall not use information received from participation in USGBC Texas affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of USGBC Texas.

**Disclosure and Recusal**

Whenever any director has a conflict of interest or a perceived conflict of interest with USGBC Texas, he or she shall notify the board chair of such conflict in writing.

Whenever any staff member (paid or volunteer) has a conflict of interest or a perceived conflict of interest with USGBC Texas, he or she shall notify the chief executive 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, or a board committee, the interested person shall call it to the attention of the board chair and shall not be present during board or committee 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.

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.

**Dissemination**

A copy of this conflict-of-interest policy shall be furnished to each director, officer, and staff member who is presently serving this organization or who may become associated with it.

**Certification**

The policy and its application shall be reviewed annually for the information and guidance of directors, officers, and staff members, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

As administered by the chief executive, each director will be asked to complete a certification of agreement with the policy and disclosure of any known conflicts of interest upon his or her election or re-election to the board and annually thereafter. As administered by the employee in charge of human resources, each senior staff member will be asked to complete such a certification upon his or her employment and on an annual basis thereafter. All certifications shall be reviewed by the board as appropriate.