

Westchester Academic Library Director's Organization (WALDO)
Conflict of Interest Policy and Statement
For Board Members, Officers, and Members of a Committee with Board-Delegated Powers

Article I — Purpose

1. A conflict of interest is a conflict between the private interests and the official responsibilities of a person in a position of trust. It is the intent of the Westchester Academic Library Directors Organization (WALDO) that each Board Member, officer, and employee shall take no action that conflicts or could reasonably be perceived to conflict with the interests of WALDO or with any Board Member's, officer's, or employee's obligations to WALDO. The purpose of this conflict of interest policy is to protect WALDO's interests when it is contemplating entering into an arrangement that might benefit the private interests of an officer, Board Member, employee, or consultant of WALDO.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Article II — Definitions

1. Interested person -- Any Board Member, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, 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 WALDO has a transaction or arrangement,
 - b. A compensation arrangement with WALDO or with any entity or individual with which WALDO has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WALDO is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

3. Family — For purposes of this policy, family is defined as any of the following relations to the interested person:
 - a. spouse or domestic partner,
 - b. child or grandchild,
 - c. parent or grandparent; or
 - d. trusts where the interested person, alone or with family members, exercises a controlling or significant interest.

Article III — Procedures

1. Duty to Disclose — In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board.

2. Recusal of Self — Any Executive Board Member may recuse himself or herself at any time from involvement in any decision or discussion in which the Board Member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. Determining Whether a Conflict of Interest Exists — After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Executive Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Executive Board members shall decide if a conflict of interest exists.

4. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Executive Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The President of the Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Board shall determine whether WALDO 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in WALDO's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5. Violations of the Conflicts of Interest Policy

- a. If the Executive Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV — Records of Proceedings

The minutes of the Executive Board and all committees with Board-delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V — Compensation

1. A voting member of the Executive Board who receives compensation, directly or indirectly, from WALDO for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WALDO for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the Executive Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WALDO, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI —Statements

1. Upon assuming of office, each Executive Board Member, principal officer, and member of a committee with Board-delegated powers shall sign a statement which affirms that such person:
 - a. Has received a copy of the conflict of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands WALDO is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
2. Each person that submits such a statement has the responsibility for continuous disclosure of pertinent information. If at any time, the person's circumstances change materially, then the person shall disclose such changes by submitting a revised statement.
3. The Executive Board shall regularly and consistently monitor and enforce compliance with this policy by reviewing statements as they are submitted and by taking such other actions as are necessary for effective oversight. It shall be the responsibility of the Secretary to maintain the file of statements, which shall be considered part of WALDO's permanent records.
4. The statement forms an appendix to this policy.

Revision History by the WALDO Executive Board
Initial Conflict of Interest policy adopted April 20, 2015.

Conflict of Interest Statement
Executive Board Member, Officer, or Committee Member

1. Name: _____ Date: _____

2. Position:

Are you a voting Executive Board Member? Yes No

Are you an Officer? Yes No

If you are an Officer, which Officer position do you hold: _____.

Are you a member of a committee with Board-delegated powers? Yes No

If you are such a member, which position do you hold: _____.

3. I affirm the following:

I have received a copy of the WALDO Conflict of Interest Policy. _____ (initial)

I have read and understand the policy. _____ (initial)

I agree to comply with the policy. _____ (initial)

I understand that WALDO is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Interest policy with WALDO? Yes No

i. If yes, please describe it: _____

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

b. In the past, have you had a financial interest, including a compensation arrangement, as defined in the Conflict of Interest policy with WALDO? Yes No

i. If yes, please describe it, including when (approximately):

ii. If yes, has the financial interest been disclosed, as provided in the Conflict of Interest policy? Yes No

Signature

Date

Date of Review by Executive Board: _____