

Southborough Open Land Foundation's Conflict of Interest Policy

In order to encourage trustworthy decision-making and prudent behavior on the part of all those associated with Southborough Open Land Foundation, the board of directors hereby adopts the following policy regarding conflict of interest.

**Preamble**

Southborough Open Land Foundation's effectiveness depends upon maintaining the highest levels of credibility, confidence, and trust with the communities it serves and all parties with whom it works. It is essential to protect the organization's reputation for objectivity and fairness by identifying and appropriately dealing with actual, potential, and perceived conflicts of interest.

All persons associated with Southborough Open Land Foundation are reminded that the decisions and activities of the board of directors and staff, whether or not addressed in this policy, are governed by an overriding requirement of honesty, good faith, and fiduciary responsibility for the organization and to the communities it serves.

**Definition of Conflict of Interest**

A conflict of interest exists when a covered person (as defined below) has a material financial interest in a transaction or project under consideration by the Board of Directors or a committee of Southborough Open Land Foundation or when that person proposes to act on any issue, matter, or transaction in which Southborough Open Land Foundation has an interest, and in which the covered person may have an interest separate from that of Southborough Open Land Foundation. A conflict of interest may also exist in situations in which there is an appearance that a covered person is utilizing, for his or her own benefit, inside information that is proprietary to Southborough Open Land Foundation, is acting in his or her own interests rather than the best interests of Southborough Open Land Foundation, has the ability to exercise undue influence over Southborough Open Land Foundation's decisions, or is receiving favorable treatment by Southborough Open Land Foundation because of his or her status as a covered person.

**Covered Persons**

This policy applies to all employees, board members, members of board or advisory committees, major donors (individuals, corporations or foundations who make a gift or a pledge of \$5,000 or more at any one time or \$10,000 or more within a 5-year period), and individuals such as volunteers or former employees who, by virtue of their continued involvement with Southborough Open Land Foundation, either have access to inside information that could place them in a conflicted situation or could give the appearance of having the ability to unduly influence Southborough Open Land Foundation.

**General guidelines**

All persons shall avoid conflict of interest involving their duties to Southborough Open Land Foundation and any other interest or organization to which they have a duty, or any other activity in which they are financially or otherwise interested.

It is expected that persons subject to this policy will conduct themselves under strict rules of honesty and fair dealing between themselves and Southborough Open Land Foundation. Such persons shall not use their position or knowledge gained during their association with Southborough Open Land Foundation for their private benefit nor to obtain an unfair advantage over any aspect of their dealings with Southborough Open Land Foundation.

**Obligations of Covered Persons**

Each covered person is obliged:

1. To disclose to the board, executive director, or committee of the board on which he or she serves, the existence of any actual, potential, or perceived conflict of interest.
2. To abstain from discussing with board members, employees, or committee members any issue, matter, or transaction in which he or she has an actual, potential, or perceived conflict of interest unless specifically asked by the board or a board committee to give information on the issue, matter, or transaction.
3. To absent himself or herself from board and committee discussions on any issue, matter or transaction involving a conflict of interest, unless requested by the board or committee to give information on the issue, matter, or transaction.

4. To abstain from voting on any such issue, matter, or transaction.
5. When requested by the board, to resign from the board of directors, advisory board or committee until such time as the matter giving rise to the conflict of interest has been resolved. When, in the opinion of the board president, the matter has been sufficiently resolved, the director may be invited to rejoin the board, advisory board or committee.

**Obligations of the Board in Conflicted Situations**

When a transaction, contract, or project of Southborough Open Land Foundation involves an actual, potential, or perceived conflict of interest with a covered person, the board shall act as follows:

1. Approve such transaction, contract, or project only after making specific findings that:
  - (i) The transaction, contract, or project is fair and benefits Southborough Open Land Foundation and its objectives; and
  - (ii) The transaction, contract, or project is approved with the board's full knowledge of its financial or other benefit to the covered person who has the conflict of interest;
  - (iii) When the covered person is a director, the director did not participate in the vote approving the transaction, contract, or project and was, in fact, absent both during the discussion of the transaction, contract, or project and when the board voted on it;
  - (iv) A more advantageous arrangement could not have been obtained with reasonable effort.
2. When warranted by the nature and magnitude of the conflict of interest, request that a conflicted member of the board of directors, advisory board, or other committee resign.

I have read and agree to abide by the Southborough Open Land Foundation Conflict of Interest Policy.

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Signature

Date