

Westchester Putnam School Boards Association Conflict of Interest Policy

Article I, Purpose

The purpose of the conflict of interest policy is to prevent the personal interests of officers, employees, board members and volunteers from interfering with the performance of their duties to the Westchester Putnam School Boards Association ("WPSBA"), or result in personal financial, professional or political gain on the part of such persons at the expense of WPSBA or its member school districts. This policy is also intended to protect WPSBA's interest as a tax-exempt organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of WPSBA or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II, Definitions

1. Interested Person:

Any director, officer, member of a committee with governing board delegated powers, or employee 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 WPSBA has a transaction or arrangement,
- b) A compensation arrangement with WPSBA or with any entity or individual with which WPSBA has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which WPSBA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Gifts or favors with a total annual value in excess of \$75 are presumptively not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a) An interested person may make a presentation at the governing board or committee 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 chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the governing board or committee shall determine whether WPSBA 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 governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in WPSBA'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.

4. Violations of the Conflicts of Interest Policy

a) If the governing board or committee 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 governing board or committee 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 governing 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 governing board's or committee'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

- a) A voting member of the governing board who receives compensation, directly or indirectly, from WPSBA for services is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WPSBA for services is precluded from voting on matters pertaining to that member's compensation.
- c) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from WPSBA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI, Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands WPSBA is a not-for-profit organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII, Periodic Reviews

To ensure WPSBA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b) Whether partnerships, joint ventures, and arrangements with management organizations conform to WPSBA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in unreasonable inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII, Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, WPSBA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Approved: June 14, 2012

**Westchester Putnam School Boards Association
Conflict of Interest Disclosure Form and Affirmation**

Please check A or B, complete the Disclosure Form and Affirmation, and return to Westchester Putnam School Boards Association.

Print Name

A. _____ The following describes any relationships, positions, or circumstances in which I am involved that might constitute a Financial Interest or contribute to a determination of a Conflict of Interest (as those terms are described in Westchester Putnam School Board Association’s Conflict of Interest Policy).

B. _____ I DONOT have any relationships, positions, or circumstances in which I am involved that might constitute a Financial Interest or contribute to a determination of a Conflict of Interest (as those terms are described in Westchester Putnam School Board Association’s Conflict of Interest Policy).

I hereby certify and affirm that the information set forth above is true and complete to the best of my knowledge. I have received, read, understand, and agree to abide by the current Conflict of Interest Policy of the Westchester Putnam School Boards Association. I also understand that WPSBA is a tax exempt charitable organization and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish on of more of its tax exempt purposes.

Signature

Date