“As Chair of the UNC Staff Assembly, it is my responsibility to remind all members of the Assembly of their duty under UNC Staff Assembly conflicts of interest policy to avoid conflicts of interest and appearances of conflict of interest as required by this policy. Each member has received the agenda and related information for this Assembly meeting. If any delegate knows of any conflict of interest or appearance of conflict with respect to any matter coming before the UNC Staff Assembly at this meeting, the conflict or appearance of conflict should be identified at this time. “

Conflict of Interest Policy

It is in the best interest of UNC Staff Assembly to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help Officers and delegates of the UNC Staff Assembly identify situations that present potential conflicts of interest and to provide UNC Staff Assembly with a procedure to manage appropriately conflicts in accordance with legal requirements and the goals of accountability and transparency in UNC Staff Assembly operations.

1. **Conflict of Interest Defined**. In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

a. An officer or delegate is a party to a contract, or involved in any transaction with any organization that conflicts with the mission, by-laws, procedure manual or standing rules of the UNC Staff Assembly.

b. An officer or delegate has a material financial interest in any organization that conflicts with the mission, by-laws, procedure manual or standing rules of the UNC Staff Assembly.

c. Or an entity in which the officer or delegate of the foregoing, is an officer, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

d. An officer or delegate is engaged in some capacity or has a material financial interest in any organization that conflicts with the mission, by-laws, procedure manual or standing rules of the UNC Staff Assembly.

e. Other situations may create the *appearance of a conflict*, or present a *duality of interest*s in connection with a person who has influence over the activities or finances of other staff organizations. All such circumstances should be disclosed to the Chair of the UNC Staff Assembly or members of the executive committee, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the UNC Staff Assembly are not compromised by the personal interests of officers or delegates in any organization that conflicts with the mission, by-laws, procedure manual or standing rules of the UNC Staff Assembly.

<u>Gifts, Gratuities and Entertainment</u>. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or

insignificant value or entertainment of nominal or insignificant value, which are not related to any particular transaction or activity of UNC Staff Assembly.

2. **Definitions**.

a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy. A conflict of interest or a *personal interest* could also arise out of a situation where a Staff Assembly member of UNC Staff Assembly is also a member of another entity in the State conducting business on behalf of UNC system employees.

b. An "Interested Person" is any person serving as an officer, delegate or volunteer of UNC Staff Assembly, who has a personal interest that conflicts with the interests of UNC Staff Assembly.

c. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's with respect to transactions to which the entity is a party.

d. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control or membership of another organization that conflicts with the mission, by-laws, procedure manual or standing rules of the UNC Staff Assembly. The making of a gift to UNC Staff Assembly is not a Contract or Transaction.

3. **Procedures**.

a. Prior to a UNC Staff Assembly meeting or committee action on any matter that may appear as a Conflict of Interest, an officer, delegate or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all fact's material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If delegates or members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.

b. A delegate or committee member who plans not to attend a meeting at which he or she has reason to believe that the delegate or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting, and the disclosure shall be reflected in the minutes of the meeting.

c. A person who has a Conflict of Interest shall not participate in the assembly's or committee's discussion of the matter. Such person shall not attempt to exert his or her personal influence with respect to the matter being heard.

d. A person who has a Conflict of Interest with respect to any Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

e. The person having a conflict of interest may not vote on the Transaction. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

In the event, it is not entirely clear that a Conflict of Interest exists. The individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether full assembly discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

4. **Confidentiality**. Each officer and delegate shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of delegates. Furthermore, officers and delegates shall not disclose or use information relating to the business of UNC Staff Assembly for their personal profit or advantage.

5. **Review of policy**.

a. Each officer and delegate shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

b. Annually, each officer and delegate shall complete a disclosure form identifying any relationships, positions or circumstances in which he/she is involved that he/she believes could contribute to a Conflict of Interest. These relationships, positions or circumstances might include service as a director of or consultant to another organization as defined in Section 1, or ownership of a business that might provide goods or services to a said organization as defined in Section 1. Any information regarding the business interests of an officer or delegate shall be treated as confidential and shall generally be made available only to the Chair, the Executive Committee, and any committee appointed to address conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

c. This policy shall be reviewed annually by each member of the Governance Committee. Any changes to the policy shall be communicated to all officers and delegates.

Basic Conflict of Interest Disclosure Form [insert date]

Date: _____

Name: _____

Position (Officer/Delegate):_____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between UNC Staff Assembly and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you sit on, any for-profit businesses for which you are an officer or member, or a majority shareholder, and the name of your employer and any businesses you own):

1._____

2._____

3._____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of The UNC Staff Assembly.

Signature: _____

Date: _____