



TACRAO Conflict of Interest Policy

Section 1: Interested Party.

Any director, officer, member of a committee with Board-delegated powers is subject to this policy.

Section 2: Financial Interest.

A person has a financial interest in a transaction or arrangement if the person has, directly or indirectly, through business, family, or investment:

1. A current ownership, investment, or fiduciary interest in any entity with which the Association has a transaction or arrangement;
2. A compensation arrangement with the Association or with any entity or individual with which the Association has, or is negotiating, a transaction or arrangement; or
3. A current interest with any entity or individual that is a competitor of an entity or individual with which the Association has, or is negotiating, a transaction or arrangement.

Involvement with SACRAO or AACRAO, including holding an officer/leadership role, will not, in and of itself, constitute an interest that requires disclosure under this policy.

Section 3: Procedures

In connection with any actual or potential conflicts of interest, the interested person shall:

- a) Disclose the existence and nature of his or her financial interest.
- b) Not participate in the Board or committee's consideration of whether a conflict of interest exists.

If the Board or committee finds that there is an actual or potential conflict of interest:

- a) The individual shall not participate in the discussion or decision.
- b) The Board or committee shall decide whether to enter into the transaction or arrangement and determine if the transaction is fair and reasonable.

Section 4: Records of Proceedings.

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

1. the names of the persons who disclosed, or otherwise were found to have an interest in an actual or proposed transaction or arrangement,
2. any action taken to determine whether a conflict of interest was present;
3. the Board or committee's decision as to whether a conflict of interest in fact existed; and
4. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion (including the basis for the Board's or committee's decision that the transaction was fair and reasonable to the Association) and a record of any votes taken therewith.

Section 5: Violations of Conflicts of Interest Policy

If the Board of Directors learns that an officer, volunteer, member of a committee with Board-delegated powers has failed to disclose a conflict of interest as required by Section 3, it shall inform the individual and afford an opportunity for the individual to explain the alleged failure to disclose. After hearing the individual's response, the Board shall take appropriate action, if any action is needed.

Adapted from AACRAO Conflict of Interest Policy 2017
Passed Board of Directors 07/28/2017