

CONFLICT OF INTEREST POLICY

The purpose of the following policy and procedures is to complement Truth Spring By-Laws to prevent the personal interest of Board members, staff, and volunteers from interfering with the performance of their duties to Truth Spring, or result in personal financial, professional, or political gain on the part of such persons at the expense of Truth Spring or its clients, supporters, and other stakeholders.

Definitions:

Conflict of Interest (also *Conflict*) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members of Truth Spring.

Board means the Board of Directors.

Officer means an officer of the Board of Directors.

Volunteer means a person -- other than a Board member -- who does not receive compensation for services and expertise provided to Truth Spring and retains a significant independent decision-making authority to commit resources of the organization.

Staff Member means a person who receives all or part of her/his income from the payroll of Truth Spring.

Client means an individual that, through receipt of service from Truth Spring or some other relationship related to Truth Spring's operation and specified purpose is associated with the Corporation.

Supporter means corporations, foundations, individuals, nonprofits, and other organizations who contribute to Truth Spring by financial or other relevant means.

Policy and Practices:

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A Board member or their organization stands to benefit from an transaction or staff member of such organization receives payment from Truth Spring for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the By-Laws.

- d. A Board member's organization receives grant funding from Truth Spring.
 - e. A Board member or staff member is a member of the governing body of a contributor to Truth Spring.
 - f. A volunteer working on behalf of Truth Spring who meets any of the situations or criteria listed above.
2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect Truth Spring's best interests. Both votes shall be by a majority vote without counting the vote of any interested Board member, even if the disinterested directors are less than a quorum, provided that at least one consenting director is disinterested.
 3. A Board member or Committee member who is formally considering employment with Truth Spring must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with Truth Spring must follow all procedures outlined within the Truth Spring By-Laws for taking said leave of absence.
 4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or Committee member.
 5. Anyone in a position to make decisions about spending Truth Spring's resources (i.e., transactions such as purchases, contracts, etc.) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); she/he should not participate in any final decisions regarding the matter.
 6. A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with Truth Spring or at the official adoption of stated policy. Each Board member, Officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
 7. This policy and disclosure form must be filed annually by all specified parties.

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy.

Board member / Staff member / Volunteer signature

Date

Witness signature

Date