

## **Policies and Procedures**

### **Conflict of Interest**

All trustees, officers, agents, and employees of this organization shall disclose all real or apparent conflicts or dualities of interest which they discover or which has been brought to their attention in connection with this organization's activities. "Disclosure" shall mean providing properly, to the appropriate person, a written description of the facts comprising the real or apparent conflict or duality of interest. An annual disclosure statement shall be circulated to trustees, officers, and certain identified agents and employees to assist them in considering such disclosures, but disclosure is appropriate whenever conflicts or dualities of interest may occur. The written notice of disclosures shall be filed within the VisionTrust International offices. All disclosers of real (or apparent) conflict or duality of interests shall be noted for the record in the minutes of the meeting of the top governing body once a year.

An individual trustee, officer, agent, or employee who believes that he or she (or an immediate member of his or her family) might have a real or apparent conflict of interest, in addition to filing a notice of disclosure, must abstain from:

- 1) participating in discussions or deliberations with respect to the subject of the conflict (other than to present factual information or answer questions),
- 2) using their personal influence to affect deliberations,
- 3) making motions,
- 4) voting,
- 5) executing agreements, or
- 6) taking similar actions on behalf of the organization where the conflict or duality of interest might pertain by law, agreement or otherwise.

At the discretion of the top governing body or a committee thereof, a person with a real or apparent conflict or duality of interest may be excused from all or any portion of discussion or deliberation with respect to the subject of the conflict.

A member of the top governing body or a committee thereof, who, having disclosed a conflict or duality of interest nevertheless shall be counted in determining the existence of a quorum at any meeting where the subject of the conflict is discussed. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from participation and voting by the individual making disclosure.

The CEO shall ensure that all trustees, officers, agents, employees, and independent contractors of the organization are made aware of the organization's policy with respect to conflicts or duality of interest.