

A conflict of interest exists when the interests or concerns of any Board, Board Development Committee, or Board committee member (which hereinafter includes members of special committees and advisory groups appointed by the President), or any member of her/his family, or any party, group or organization in which said Board or committee member is actively involved may be seen as competing with the interests or concerns of Girl Scouts of Western Ohio.

1. A Board, Board Development Committee, or Board committee member, or any member of her/his family shall not accept any gift, entertainment, services, loans, or promises of future benefits from any person who, either personally or whose company, organization, or employees might benefit, or appear to benefit, because of such Board or committee member's connection with Girl Scouts of Western Ohio, unless the facts of such gifts, entertainment, service, loan, or benefit are disclosed in writing to the President. This does not apply to gifts and/or similar entertainment with value less than twenty-five dollars (\$25.00).
2. A Board, Board Development Committee, or Board committee member shall not knowingly perform, for compensation in excess of that which would be negotiated at arm's length in the ordinary course of business, services to any Girl Scouts of Western Ohio supplier of goods or services, as employee, consultant, or in any other capacity that promises compensation of any kind, unless the facts of such transaction or contract are disclosed in writing to the Board. Similar conduct by a member of the immediate family of the Board or committee member should be disclosed.
3. A Board, Board Development Committee, or Board committee member, or any member of her/his family shall not have any beneficial interest in, or substantial obligation to, any Girl Scouts of Western Ohio supplier or any other organization that is engaged in doing business with or serving Girl Scouts of Western Ohio unless it has been determined by the Board, on the basis of full disclosure of facts, that such interest does not give rise to conflict of interest. The foregoing shall not be construed to prohibit the mere ownership of investments representing less than a 5% interest in any corporation whose securities are traded in the over-the-counter market or listed on a national securities exchange.
4. A Board, Board Development Committee, or Board committee member, or any member of her/his family, acting individually or on behalf of any group, organization or business to which she/he has allegiance, shall not utilize her/his position on the Board, Board Development Committee or Board committee for personal, professional, political or monetary gain.
5. A Board, Board Development Committee, or Board committee member shall not use for personal advantage or for the advantage of any Girl Scout council (other than Girl Scouts of Western Ohio), a private business, or other business organization confidential information or material acquired in the discharge of her/his duties (such as rosters, mailing lists, telephone directories, and the like).
6. A Board member shall not, while serving as a member of the Board of Directors, serve in an ongoing operational volunteer position for Girl Scouts of Western Ohio.
7. Board, Board Development Committee, and Board committee members shall not use their position to obtain for themselves, family members or close associates, employment by Girl Scouts of Western Ohio.

8. Should a Board, Board Development Committee or Board committee member or any member of her/his immediate family be considered for employment, she/he must temporarily withdraw from Board deliberation, voting, and access to applicable Board information.

## DISCLOSURE

9. Annual disclosure to the Board will be made by all members of the Board, Board Development Committee, and/or Board committees of any direct or indirect benefits they or members of their family are receiving or will receive as a result of an agreement by Girl Scouts of Western Ohio with any third party.
10. Any possible potential conflict of interest, no matter how insignificant, shall be disclosed in writing to the President by the officer of Board, Board Development Committee or Board committee member concerned prior to engaging in a conflict of interest action. The President shall then present the information to the Board for consideration.
11. When any such conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the President, or when it arises during a committee meeting, to the chair of the committee and such person shall not vote on the matter. Moreover, the person having the conflict shall retire from the room in which the Board (or committee) is meeting and shall not participate in the final deliberations or decision regarding the matter under consideration.
12. The minutes of the meeting of the Board or committee shall reflect that a conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by majority vote by the Board or committee, excluding the person concerning whose situation the doubt has arisen.
13. Any matter of question or interpretation that rises relating to this policy should be submitted in writing to the President for decision and/or referral to the Board (or its Executive Committee) for decision, where appropriate.
14. In the event that a potential conflict of interest is not disclosed, the matter shall be referred to the Board (or its Executive Committee) for determination of continued membership of the individual concerned on the Board of Directors or Board committee.

I understand the concept of a conflict of interest and represent that I have not knowingly been party to a conflict of interest action that has not previously been disclosed to the President. I also agree to report any potential future conflicts of interests to the President prior to engaging in any conflict of interest action.

Name (please print): \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

