

Somers Land Trust Conflict of Interest Policy

Adopted July 19, 2012

The Somers Land Trust Inc. ("SLT") functions for the public benefit. SLT'S effectiveness and credibility depend on avoiding even the appearance that it is acting for private, and not public, benefit. This policy relates to all real property transactions, stewardship activities and enforcement actions, as well as non-land financial relationships undertaken by SLT. All persons associated with the Somers Land Trust are reminded that the decisions and activities of the board of directors and committee chairs, whether or not addressed in this policy, are governed by an overriding requirement of honesty, good faith and fiduciary responsibility for the organization and to the communities it serves.

This policy applies to individuals and those related to them who are Somers Land Trust (SLT) board members, SLT committee chairs, major donors (\$5000 or more for a single gift or pledge or multiple gifts or pledges totaling \$10,000 or more in the last five years). Additionally, it applies to any other individual, group, foundation, donor or corporate entity who has an ability to influence the decisions of the SLT, has access to relevant information not available to the general public, or that the SLT board designates.

A conflict of interest exists when a covered person or organization, because of their involvement, relationship or inside knowledge of the SLT may use this for their own benefit or the benefit of a person or organization other than SLT. A conflict also exists when there is an appearance of benefit for themselves or another because of their relationship with SLT.

Whenever a conflict or potentially conflicting interest exists, the individual or organization must disclose this interest to the SLT board and/or the SLT president. Upon disclosure, the following obligations apply to both the covered individual and Somers Land Trust.

OBLIGATIONS OF COVERED PERSONS

Board members, committee members, and contractors are obliged:

1. To disclose to the board, executive director, or committee of the board on which they serve, the existence of any actual, potential, or perceived conflict of interest. Somers Land Trust will provide forms for these disclosures.
2. To abstain from discussing with board members, employees, or committee members any issue, matter, or transaction in which they have an actual, potential, or perceived conflict of interest unless specifically asked by the board or a board committee to give information on the issue, matter, or transaction.
3. To physically absent themselves from board and committee discussions on any issue, matter or transaction involving a conflict of interest, unless requested by the board or committee to give information on the issue, matter, or transaction.
4. To abstain from voting on any such issue, matter, or transaction.

5. In the case of conflicted members of the board, advisory board or committees: When requested by the board, to resign from the board of directors, advisory board or committee until such time as the matter giving rise to the conflict of interest has been resolved. When, in the opinion of the board president, the matter has been sufficiently resolved, the conflicted person may be invited to rejoin the board, advisory board or committee.

OBLIGATIONS OF THE BOARD IN CONFLICTED SITUATIONS

When a transaction, contract, or project of [ORGANIZATION] involves an actual, potential, or perceived conflict of interest with a covered person, the board shall act as follows:

1. Approve such transaction, contract, or project only after making specific findings that:
 - (i) The transaction, contract, or project is fair and benefits SLT and its objectives; and
 - (ii) The transaction, contract, or project is approved with the board's full knowledge of its financial or other benefit to the covered person who has the conflict of interest;
 - (iii) When the covered person is a director, the director did not participate in the vote approving the transaction, contract, or project and was, in fact, absent both during the discussion of the transaction, contract, or project and when the board voted on it;
 - (iv) A more advantageous arrangement could not have been obtained with reasonable effort.
2. When warranted by the nature and magnitude of the conflict of interest, request that a conflicted member of the board of directors, advisory board, or other committee resign.
3. Actions taken by the SLT board to manage or resolve a conflict of interest shall be recorded in the board minutes.

**CONFLICT OF INTEREST ACKNOWLEDGMENT
FOR THE PERIOD _____**

I have read and understand Somers Land Trust 's (SLT) policy on conflict of interest. As part of SLT, I understand that this policy on conflict of interest applies to me.

I understand that I am expected to conduct business in accordance with the letter, spirit, and intent of all relevant conflict-of-interest laws and the conflict-of-interest policy and to refrain from any illegal, dishonest, or unethical conduct. I understand that if a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with the board and/or with the chair or his or her designee for advice and consultation.

Furthermore, I understand that this document can be amended at any time by SLT's board of directors. In compliance with SLT's conflict of interest policy, the positions that I or an immediate family member hold within the community are as follows:

Business and professional activities in which I or an immediate family member hold as an owner, officer, board member, partner, employee, or other beneficiary position as of _____:

Name of Business/Organization Position Held/By Whom:

Other activities that may produce a possible conflict of interest:

In addition, I recognize the need to maintain confidentiality regarding information I might receive as a key volunteer, trustee or officer regarding donors, donations, and project activities of SLT.

Signature

Printed Name