

## Conflict of Interest Policy

### I. Purpose

In recognition of the IRS inquiry regarding the existence of a policy regarding conflict of interest and in support of the American Council of Engineering Companies of Wisconsin's desire to maintain the highest ethical standards in governance, policies, procedures, meetings and programs, this conflict of interest policy covers the disclosure and processing of a conflict of interest.

Volunteers owe fiduciary duties to ACEC WI; therefore, they must act in the best interest of ACEC WI and not for the financial enrichment or personal benefit of themselves or others outside the organization.

### II. Definitions

- a. Conflict – A conflict of interest arises when a person in a position of authority over the organization may benefit financially or directly from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.
- b. Interested Person – Any volunteer or staff member who has a direct or indirect financial interest.

### III. Procedures

- a. Duty to Disclose – Any potential conflict of interest that could result in a direct or indirect financial or personal benefit must be disclosed in good faith or known to the decision making body before authorizing a contract or other transaction that influences the actions of ACEC WI. To start each meeting, the chair shall ask if any conflicts of interest exist with the agenda.
- b. Determining Whether a Conflict Exists – After disclosure, the interested person shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Processing Conflict – For each conflict of interest disclosed, the chair will determine whether to:
  - i. Take no action;
  - ii. Assure full disclosure of the conflict;
  - iii. Ask the person to recuse from participation in related discussions or decisions or
  - iv. In the case of a severe conflict, ask the person to resign his or her position.

### IV. Records

The minutes of the board and committees shall contain:

- a. If no conflicts are present:
  - i. A statement that no conflicts of interest were disclosed

- a. If a conflict is disclosed:
  - ii. Minutes should reflect a potential conflict was disclosed. The conflict was discussed by the remaining non-interested members and was determined that a conflict does not exist; or
  - iii. Minutes should reflect a conflict was disclosed and that the interested person was not present for final deliberation and did not vote.

**V. Agenda Item & Sign-in Sheet**

Agendas for Board of Directors and committee meetings shall include a standing item to address conflict of interest. Meeting participants are requested to sign the Committee Member Sign-in Sheet which indicates awareness of and compliance with this policy.

**VI. Annual Statements**

Each member of the ACEC WI Board of Directors, committee chairs and staff should annually sign a statement that affirms that he/she has:

- a. Received a copy of the Conflict of Interest Policy,
- b. Read and understands the policy and
- c. Agreed to comply with the policy.

**Signature**

If I become aware of a potential conflict of interest, I will disclose this potential conflict. I understand that when in doubt, disclosure is recommended.

\_\_\_\_\_

Name

\_\_\_\_\_

Signature

\_\_\_\_\_

Date

Revised: December 8, 2015

Previous Revisions: September 20, 2012; September 6, 2007

Originally Adopted: March 16, 2005