



## **Delaware State University**

### **Delaware State University Foundation, Inc.**

#### **1-01:University Foundation Conflict of Interest Policy**

#### **Instructions**

Please read and sign the attached DSU Foundation, Inc. "Conflict of Interest" policy and form.

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy, and
- d. Understands the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Please return signed form to Ms. Carolyn Curry, Vice President for Institutional Advancement.



**Delaware State University Foundation, Inc.**  
**Annual Statement Regarding Conflicts of Interest**

I, \_\_\_\_\_, hereby affirm:

(Please sign name above)

- I have received a copy of the conflict of interest policy.
- I have read and understand the policy.
- I agree to comply with the policy.
- I understand that the Delaware State University Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Name (print or type): \_\_\_\_\_

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



## **Delaware State University**

**University Area(s) Responsible:** Office of Institutional Advancement

**Policy Number & Name:** 1-01: University Foundation Conflict of Interest Policy

**Approval Date:** 7/11/11

**Revisions:** \_\_\_\_\_

**Related Policies and Procedures:** \_\_\_\_\_

### **ARTICLE I: Purpose**

The purpose of the **Conflict of Interest Policy** is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

## **ARTICLE II: Definitions**

### **1. Interested Person**

Any director, principal officer, or member of a committee with Governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person for purposes of these policies.

### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest (more than 5%) in any entity with which the Foundation has a transaction or arrangement;
- b. A compensation arrangement for current services with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement for current services with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial (More than \$100) in nature.

### **3. Family**

A person's family means and is limited to one's spouse, children, stepchildren, grandchildren, siblings, parents, grandparents, and all dependents.

## **ARTICLE III: Procedures**

### 1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Governing Board delegated powers considering the proposed transaction or arrangement.

### 2. Determining Whether a Conflict Of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Governing Board or committee members shall decide if a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. If requested by another member of the Governing Board or committee, an interested person may make a presentation at the Governing Board or committee meeting, but after the presentation, he she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Governing Board or committee shall determine whether the Foundation can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with such determination it shall make its decision as to whether to enter into the transaction arrangement.

#### 4. Violations of the Conflicts of Interest Policy

- a. If the Governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and making further investigation as warranted by the circumstances, the Governing Board or committee determines that the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **ARTICLE IV: Records of Proceedings**

The minutes of the Governing Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **ARTICLE V: Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Foundation for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ARTICLE VI: Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms that such person:

- a. Has received a copy of the Conflict of Interest Policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Foundation is charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **ARTICLE VII: Periodic Reviews**

To ensure that the Foundation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures and arrangements and with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit transactions.

## **ARTICLE VIII: Use of Outside Experts**

When conducting the periodic reviews provided in Article VII, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring that periodic reviews are conducted.