



**Greater Lowell Community Foundation**  
**Confidentiality and Conflict of Interest Policy**  
Adopted October 20, 2003; Amended November 1, 2016

**I. Confidentiality**

At all times both during and after his or her term of service every Director and Staff member shall hold confidential, and shall not copy, distribute or reveal, any information, application or list of which he or she has knowledge or to which he or she has access by reason of his or her position as a Director or Staff member unless specifically authorized by the President/CEO and the Board Chair.

**II. Conflict of Interest**

There are two types of relationships which may give rise to a conflict of interest:

1. **Business Relationships:** A conflict of interest arises in a situation in which (i) the Foundation has business or financial dealings with a Director or Staff member individually or with a corporation, partnership or other business enterprise of which a Director or Staff member of the Greater Lowell Community Foundation or a member of his or her immediate family is an officer, director, partner or substantial stockholder or (ii) the primary purpose of a grant from the Foundation's discretionary funds to a not-for-profit organization is made to support a transaction with such a business enterprise.
2. **Relationships with Potential Grantees:** A conflict of interest arises in a situation in which the Foundation makes a grant from the Foundation's discretionary funds to a not-for-profit organization of which a Director or a member of his or her immediate family is an officer, director or trustee. Such conflict also arises out of a similar relationship between a not-for-profit organization and a Staff member or a member of his or her immediate family.

All references to a conflict of interest in this Code of Conduct refer to the foregoing relationships.

Conflicts of interest extend to possible charges of undue influence or favoritism. Actions, or decisions not to act, taken by the Foundation should be defensible as having been based upon the best judgment of the individuals involved, without any bias in either direction.

The key to this policy is disclosure. Full disclosure of potential conflicts by the individual or individuals who participate in decisions, avoids any misunderstanding or later charges of concealment. In some cases, disclosure of a conflict may indicate that the individual involved should abstain from participating in the decision-making process.

In any situation not specifically covered by the following paragraphs, all persons to whom this Code of Conduct applies must carefully consider any potential conflict of his or her personal interests with the interests of the Greater Lowell Community Foundation. Any Director or Staff member uncertain about the appropriate behavior in a given situation should seek guidance from the President/CEO.

**A. Application to Board of Directors and Individuals Serving on Standing Board Committees**

1. Disclosure

Each Director and Individuals serving on standing Board committees are under an obligation to the Foundation and to his or her fellow Directors and committee members to inform them of any position he or she holds, and of any business or other activity, which is a conflict of interest at the time the grant, business relationship, action or policy which gives rise to the conflict of interest is under consideration by the Board of Directors.

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Each year in the month immediately following the annual meeting, each Director shall inform the Board Chair in writing of any known relationship which is a conflict of interest. Updates to the information shall be made as warranted.

### **2. Abstention**

A Director shall abstain from voting on or advocating a position on any action in which he or she, *or a member of his or her immediate family*, has a conflict of interest. The abstention shall be recorded in the minutes of the meeting at which the issue is under consideration.

## **B. Application to Staff**

### **1. Volunteer Service with Other Organizations**

A member of the paid staff is not prohibited from serving as an officer or board member of a charitable organization eligible for discretionary grants from the Foundation even if such charitable organization elects to apply for discretionary funds from the Foundation provided such staff member discloses, in writing, to the Executive Committee of the Board the potential conflict of interest and abstains from participating in the approval process of any grant application and is not permitted to hear the Board's or Committee's discussion of the matter except to disclose material facts and to respond to questions. Such staff member shall not attempt to exert his or her personal influence with respect to the grant application.

A staff member may serve as board member or a national or regional council or other foundation membership organization, such as the Council of Foundations.

### **2. Other Service to Other Organizations**

A Staff member may not accept payments, royalties or honoraria for speaking engagements or articles based on his or her Foundation employment. Compensation may be accepted when a speaking engagement or article is on a topic that is not within the scope of the Staff member's duties for the Foundation.

### **3. Disclosure**

In all cases, each Staff member shall inform the President/CEO in writing of any known relationship which is a conflict of interest. In addition, each Staff member shall inform the President/CEO in writing of any situation where the Staff member acts as an independent contractor with any charitable organization, governmental body or provider of goods or services to the Foundation

Each Staff member shall also inform the President/CEO of any business or other activity in which the Staff member or a member of his or her immediate family is engaged which is a conflict of interest at the time such grant, business relationship, action or policy which gives rise to the conflict of interest is under consideration by the Staff or by the Board of Directors.

### **4. Abstention**

A Staff member shall be precluded from acting as program officer on any grant application from an organization if such Staff member has a conflict of interest.

**5. Duties of President/CEO**

The President/CEO shall be responsible for the application and interpretation of the above principles relating to Staff members. At least annually, the President/CEO shall inform the Board of Directors of any information submitted by any Staff member in accordance with the preceding paragraphs that is a conflict of interest. The President/CEO shall also be bound by the restrictions applicable to other Staff members and shall in all cases advise the Board of Directors just as other Staff members would have the duty to advise the President/CEO of a conflict of interest. At the time that a grant application is being considered by the Board of Directors, the President/CEO shall inform the Board of Directors of any conflict of interest of which the President/CEO is aware with respect to the proposed grantee and any Staff member.

**C. General Application**

1. No deviation from these procedures, and no special consideration by the Board of Directors or the Staff of the Greater Lowell Community Foundation, shall be made for an organization with which any Director or Staff member, or any member of the immediate family of either, has a relationship giving rise to a conflict of interest.
2. No Director or Staff member of the Greater Lowell Community Foundation shall accept any personal gift from any current or prospective grantee or provider of goods or services to the Foundation. This provision shall not preclude an occasional acceptance of a meal so long as the practice is not a frequently recurring pattern.
3. Any Director with knowledge of a possible violation of this Code of Conduct shall report it to the Board Chair of the Board of Directors. If the possible violation involves the Board Chair, the report shall be made to any other officer. Any Staff member with knowledge of a possible violation of this Code of Conduct shall report it to the President/CEO. If the possible violation involves the President/CEO, the report shall be made to the Board Chair.