



I. Policy Description & Rationale:

This conflict of interest policy is designed to help directors, officers, and employees of the Equality Pennsylvania, Equality Pennsylvania Education Fund, and the Equality PA PAC (hereinafter “Equality PA”) identify situations that present potential conflicts of interest and to provide Equality PA with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

It is important to note that Equality PA understands that conflicts of interest will exist and that this policy in no way discourages the participation of vendors, consultants, volunteers, etc. that have conflicts of interest. This policy and its associated procedures defines the method of which conflicts shall be disclosed.

II. Conflict of Interest Description & Definitions

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- A. Outside Interests.
 - i. An Agreement or Transaction between Equality PA and a Responsible Person or Family Member.
 - ii. An Agreement or Transaction between Equality PA and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- B. Outside Activities.
 - i. A Responsible Person competing with Equality PA in the rendering of services or in any other Agreement or Transaction with a third party.
 - ii. A Responsible Person’s having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with Equality PA in the provision of services or in any other Agreement or Transaction with a third party.
- C. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
 - i. does or is seeking to do business with, or is a competitor of Equality PA; or
 - ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from Equality PA;
 - iii. is a charitable organization;
 - iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or

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insignificant value that are not related to any particular transaction or activity of Equality PA. .

D. Additional Definitions

- i. A “Conflict of Interest” is any circumstance described in Part 1 of this Policy.
- ii. A “Responsible Person” is any person serving as an officer, employee, or member of the board of directors of Equality PA.
- iii. A “Family Member” is a spouse, partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- iv. A “Material Financial Interest” in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions greater than \$500, to which the entity is a party. This includes all forms of compensation.
- v. An “Agreement or Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship by Equality PA.
- vi. **Note:** The making of a contribution of cash, securities, or in-kind services (including meals, lodging, or travel within the organization’s per-diem/travel policy) to Equality PA is not an Agreement, Transaction, or Gift within the meaning of this document.

III. Procedures.

- A. Before board or committee action on and Agreement or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting or via a conflict disclosure memorandum that contains all relevant information.
- B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board’s or committee’s discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- D. A person who has a Conflict of Interest with respect to an Agreement or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Agreement or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person’s ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of directors of Equality PA has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the board of directors.
- E. Responsible Persons who are not members of the board of directors of Equality PA, or who have a Conflict of Interest with respect to an Agreement or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair’s designee any Conflict of Interest that such Responsible Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to

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the Responsible Person. The Responsible Person shall refrain from any action that may affect Equality PA's participation in such Agreement or Transaction.

- F. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.
- G. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of Equality PA. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Equality PA for the personal profit or advantage of the Responsible Person or a Family Member or the Responsible Person's company.

IV. Review of Policy.

Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.

Each Responsible Person shall be compelled by this agreement to complete a disclosure memorandum identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to Equality PA.

Each Responsible Person should also disclose to the board of directors any potential Conflict of Interest that may arise during the course of the year between the submission of disclosure forms. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

This policy shall be reviewed at the beginning of each term of service by each member of the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Equality PA Board members who file a résumé or curriculum vita with the organization need not disclose conflicts that are already reflected. (In other words, you do not need to disclose in an additional statement that you work for your employer.)

V. Violation of Policy & Enforcement

Should it be discovered or disclosed that a responsible person knowingly and willfully violated this conflict of interest policy **or** that a responsible person's unintentional violation of this policy caused or could cause significant harm to Equality PA, the responsible person understands they may be immediately removed from any position of which they would have influence over decision making around the conflict and/or removed from their position with Equality PA. Final decision making around policy enforcement and related action shall be held by simple majority vote of the executive committee of the Equality PA Boards of Directors, which includes the officers of Equality PA's affiliate organizations and the executive directors, less any responsible persons serving in those positions.

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Acknowledgement of Receipt, Review, and Agreement

I, _____, have received, reviewed, and agree to the policies and procedures set forth in the Equality PA Conflict of Interest Policies and Procedures document and shall make every attempt possible to abide by and uphold this policy for the entire time that I am an active director or officer with Equality Pennsylvania, Equality Pennsylvania Education Fund, Equality PA PAC, or other affiliate entity.

Signature

Date