

Groundswell Conservancy Policy

Name: Conflict of Interest: Donors

Approval: Approved by Executive Committee June 14, 2007
Amended by Executive Committee December 10, 2009

Land Trust Alliance Standards and Practices 4A. Dealing with Conflicts of Interest. 1. Adopt a written conflict of interest policy that addresses, for all insiders, how conflicts are identified and avoided or managed. 2. Document the disclosure and management of actual and potential conflicts. 3. When engaging in any transaction with an insider: (a) Follow the conflict of interest policy. (b) Contemporaneously document that there is no private inurement.

Land Trust Alliance Standards and Practices 4C. Land and Conservation Easement Transactions with Insiders. 1. When engaging in land and conservation easement transactions with insiders: (a) Follow all transaction policies and procedures.

In order to encourage trustworthy decision-making and prudent behavior on the part of all those associated with Groundswell Conservancy, the board of directors hereby adopts the following policy regarding conflict of interest for major donors.

Definition of Conflict of Interest

A conflict of interest exists when a covered person (as defined below) has a material financial interest in a transaction or project under consideration by the Board of Directors or a committee of Groundswell Conservancy or when that person proposes to act on any issue, matter, or transaction in which Groundswell Conservancy has an interest, and in which the covered person may have an interest separate from that of Groundswell Conservancy. A conflict of interest may also exist in situations in which there is an appearance that a covered person is utilizing, for his or her own benefit, inside information that is proprietary to Groundswell Conservancy, is acting in his or her own interests rather than the best interests of Groundswell Conservancy, has the ability to exercise undue influence over Groundswell Conservancy's decisions, or is receiving favorable treatment by Groundswell Conservancy because of his or her status as a covered person.

Covered Persons

This policy applies to all substantial donors (individuals, corporations or foundations who make a substantial cash pledge or donate substantial value through interest in land) who, by virtue of their continued involvement with Groundswell Conservancy, either have access to inside information that could place them in a conflicted situation or could give the appearance of having the ability to unduly influence Groundswell Conservancy. The policy also applies to close relatives of these persons, including a spouse, domestic partner, child, sibling, parent, stepparent, parent- or sibling-in-law, grandchild, or grandparent.

General guidelines

All persons shall avoid conflict of interest involving their duties to Groundswell Conservancy and any other interest or organization to which they have a duty, or any other activity in which they are financially or otherwise interested.

It is expected that persons subject to this policy will conduct themselves under strict rules of honesty and fair dealing between themselves and Groundswell Conservancy. Such persons shall not use their position or knowledge gained during their association with Groundswell Conservancy for their private benefit nor to obtain an unfair advantage over any aspect of their dealings with Groundswell Conservancy.

Obligations of Covered Persons

Each covered person is obliged:

1. To disclose to the board, executive director, or committee of the board on which he or she serves, the existence of any actual, potential, or perceived conflict of interest.
2. To abstain from discussing with board members, employees, or committee members any issue, matter, or transaction in which he or she has 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 absent himself or herself 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.

The Groundswell Conservancy will document in meeting minutes and elsewhere as appropriate the specific actions taken to prevent conflicts of interest, including the three obligations identified above.

Obligations of the Board in Conflicted Situations

When a transaction, contract, or project of Groundswell Conservancy involves an actual, potential, or perceived conflict of interest with a covered person, the board shall approve such transaction, contract, or project only after making specific findings that:

1. the transaction, contract, or project is fair and benefits Groundswell Conservancy and its objectives; and
2. 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;
3. a more advantageous arrangement was not found after a reasonable effort was made.

The Groundswell Conservancy will document in meeting minutes and elsewhere as appropriate the specific actions taken to prevent conflicts of interest, including the three findings identified above.

Groundswell Conservancy is accredited by the Land Trust Accreditation Commission. Policies may be updated to reflect changing accreditation standards and practices, as well as changing local organizational needs.