

Groundswell Conservancy Policy

Name: Conflict of Interest

Approval: Approved by Board of Directors February 26, 2025

This policy supersedes the policy Conflict of Interest: Board of Directors approved by Executive Committee November 1, 2012 and amended by Executive Committee August 1, 2018.

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. (b) For purchases from and sales of property to insiders, obtain an independent appraisal by a qualified appraiser to justify the purchase or sales price.

INTRODUCTION

Groundswell Conservancy’s effectiveness depends upon maintaining the highest levels of credibility and trust with the communities it serves and with all parties with whom it works. It is essential to protect the organization’s reputation for objectivity and fairness by identifying and appropriately dealing with actual, potential and perceived conflicts of interest.

The integrity of the decision-making process could be impaired when a person in a position to influence a decision has a private interest, financial or otherwise, in the outcome of the decision.

For purposes of this policy, the word “decision” is defined to include any issue, matter, contract, transaction, or project under consideration by Groundswell Conservancy.

DEFINITION OF CONFLICT OF INTEREST

A conflict of interest exists when a covered person (as defined below) proposes to act on a decision that benefits the covered person because of their relationship with Groundswell Conservancy. The benefit may be direct to the covered person or indirect through another party with whom the covered person has an affiliation.

The existence of a conflict is not *per se* a negative; rather, it needs to be disclosed and managed in accordance with this policy.

COVERED PERSONS

Covered persons are all board members, committee members, employees, and office volunteers.

A conflict may arise because of a covered person's relationships, including those with a spouse, domestic partner, child, sibling, parent, stepparent, parent- or sibling-in-law, grandchild, or grandparent. Business affiliations include any person, corporation, or organization controlling, controlled by or under common control with the covered person. Other affiliations include entities in which the covered person serves on the board or has a decision-making position, such as other nonprofits, funders or governmental units.

Board members, committee members, employees, and office volunteers will be asked annually to sign an acknowledgement that they have read and agree to abide by Groundswell Conservancy's conflict of interest policy.

GENERAL GUIDELINES

All covered persons shall disclose conflicts of interest involving their duties to Groundswell Conservancy, any other interest or organization to which they have a duty, and any other activity in which they are financially or otherwise interested. It is expected that persons subject to this policy will be aware of and transparent about any conflicts to the extent reasonably possible.

Covered 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 for themselves or others over any aspect of their dealings with Groundswell Conservancy.

OBLIGATIONS OF COVERED PERSONS

Board members, committee members, employees, and office volunteers are obliged:

- (1) To disclose the existence of any actual, potential or perceived conflict of interest. Such disclosure may be on the annual disclosure form. If the conflict arises subsequent to signing the form, it may be disclosed verbally as follows:
 - Board members, committee members, and the executive director shall disclose to the Executive Committee.
 - Employees and office volunteers shall disclose to the executive director.

Disclosure should cover the existence, nature and extent of conflict.

- (2) To abstain from and absent themselves from discussions on any decision involving the conflict, unless specifically requested to give information pertinent to the decision.
- (3) To absent themselves during voting on any such decision.

A covered person is not required to disclose a separate interest that in the exercise of their reasonable judgment is so *de minimis* that it would not create a real, perceived or potential conflict of interest.

OBLIGATIONS OF THE EXECUTIVE COMMITTEE AND BOARD IN CONFLICTED SITUATIONS

When a decision of Groundswell Conservancy involves an actual, potential or perceived conflict of interest with a board member, committee member, or the executive director, the Executive Committee shall act as follows:

- (1) Approve such decision only after making specific findings that:
 - The decision is fair and benefits Groundswell Conservancy and its objectives.
 - The decision is approved with the committee's full knowledge of its financial or other benefit to the covered person who has the conflict of interest.
 - When the covered person is a board or committee member, the board or committee member did not participate in the vote approving the decision and was, in fact, absent both during the discussion of the decision and when the board or committee voted on it.
 - A more advantageous arrangement for Groundswell Conservancy could not have been obtained with reasonable effort.
 - There is no impermissible private benefit or inurement. A private benefit is allowed if it is incidental to the primary purpose of the action and if the primary purpose cannot reasonably be achieved without conferring the private benefit. The primary purpose of the action shall be to advance the mission of Groundswell Conservancy.
- (2) The committee may elect to refer the decision and its conflict to the full board for consideration and management.
- (3) Action taken by the committee or board to manage a conflict of interest shall be recorded in the minutes. Documentation should detail compliance with the above procedures, the substance of the discussion relating to the decision, and who was present for such discussion. In addition, the minutes should identify the members who were present for any and all votes upon such decision, along with a record of the final vote tally, and that there was no impermissible private benefit or inurement.

OBLIGATIONS OF THE EXECUTIVE DIRECTOR IN CONFLICTED SITUATIONS INVOLVING STAFF

When the actual, potential or perceived conflict involves an employee or office volunteer, the executive director will determine and implement an appropriate course of action. The executive director will consider the factors enumerated in section 1 above. The executive director may elect to refer the situation to the Executive Committee. The individual involved shall refrain from all participation in the conflicted situation, unless specifically asked to provide information pertinent to the decision. The executive director will report to the Executive Committee about the nature of the conflict and how

it was managed. The minutes of that committee meeting will document the conflict, the executive director's management, and that the factors enumerated in section 1 were considered.

FAILURE TO DISCLOSE

If there is reasonable cause to believe that a covered person has failed to disclose an actual, potential or perceived conflict, the covered person shall be informed of the basis for the belief and afforded an opportunity to explain the alleged failure to disclose.

- Board members, committee members, and the executive director shall provide the explanation to the Executive Committee. After hearing the explanation and investigating further as warranted, the Executive Committee shall decide if corrective action is needed. The Executive Committee may select and implement a remedy or elect to refer the situation to the full board.
- Employees and office volunteers shall provide the explanation to the executive director. After hearing the explanation and investigating further as warranted, the executive director will decide if corrective action is needed. The executive director may select and implement a remedy. The executive director may elect to take disciplinary action in accordance with Groundswell Conservancy's personnel policies. The executive director will report to the Executive Committee about the situation and how it was managed.

<p>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.</p>
