



VCU

Development and
Alumni Relations

Conflict of Interest Disclosure Statement

**This document should be signed by all volunteers to which the following pertains. This list is provided below. This will be requested by VCU Alumni staff at the beginning of each fiscal year. It is the leader of each organization's responsibility to pass along to its members to which this pertains.*

Article I - Purpose

The purpose of the conflict of interest policy is to prevent the personal interest of employees, members of the board of governors and/or committees from interfering with the performance of their duties to VCU Alumni or resulting in personal, financial, professional and/or political gain on the part of such persons at the expense of the VCU Alumni or its members.

Article II - Definitions

1. Interested persons. An interested person is any employee, board member or committee member of VCU Alumni or family as outlined in section 3 below who has a financial interest in a transaction or arrangement involving VCU Alumni.

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 in any entity with which VCU Alumni has a transaction or arrangement

b. A compensation arrangement with VCU Alumni or with any entity or individual with which VCU Alumni has a transaction or arrangement

c. A potential ownership or investment interest, greater than 5 percent, in, or compensation arrangement with, any entity or individual with which VCU Alumni is negotiating a transaction or arrangement

3. Family. "Family" includes an individual's spouse, partner, parents, siblings, children, and corresponding in-law and step-relations.

4. Entity. Entity shall mean any sole proprietorship, partnership, limited partnership, limited liability partnership, limited liability company, corporation, professional corporation, association, professional

association, enterprise, franchise, trust, joint venture, business or other entity, whether nonprofit or for profit.

5. Compensation/employment. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Article III – Procedures

1. Duty to disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of his or her financial interest and all material facts to the governors and members of committees with board-delegated powers considering the proposed transaction or arrangement. An interested person is prohibited from misusing inside information, before public disclosure, for their benefit or for the benefit of members of their family or from disclosing that information to anyone who does not have a legitimate business need to know the information.

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, the audit committee determines whether a conflict exists.

3. Procedures for addressing conflict of interest:

a. An interested person can make a presentation at the board or committee meeting, but after such a presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or the arrangement that is the subject of the potential conflict of interest.

b. The chair of the board or committees shall, if appropriate, appoint a disinterested person or committee to investigate the alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the board or committee shall determine whether VCU Alumni can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested governors whether the transaction or arrangement is in VCU Alumni's best interest and for its own benefit and whether the transaction is fair and reasonable to VCU Alumni, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the conflict of interest policy:

a. If the board or committee has reasonable cause to believe that an interested person had failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such a belief and afford the interested person an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the interested person and making further investigation as warranted in the circumstances, the board or committee determines if the interested person has,

in fact, failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records and Proceedings

The minutes of the board and all committees with board-delegated powers shall contain:

- 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, and the board’s or committee’s decision as to whether a conflict of interest existed.
- 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 therewith.

Article V – Annual Statements Each employee, board member, principal officer and member of a committee with board-delegated powers shall annually sign a statement, which affirms that a person:

- a. Has received the Conflict of Interest policy
- b. Has read and understands this policy
- c. Has agreed to comply with this policy
- d. Understands that VCU Alumni is a 501 (c)(3) 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.

Volunteer Signature

Date

Volunteer Name (Please Print)

Class Year
