

Windsor Library Association

Conflict of Interest Policy and Annual Statement

Purpose

The purpose of this Conflict of Interest Policy is to protect Windsor Library Association's interests when it is contemplating entering into a transaction or arrangement that may benefit the private interests of a member of Windsor Library Association or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Definitions

Interested person -- Any member, officer, or member of a committee with governing Executive Committee delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which Windsor Library Association has a transaction or arrangement,
- A compensation arrangement with Windsor Library Association or with any entity or individual with which the Windsor Library Association has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Windsor Library Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee decides that a conflict of interest exists, in accordance with this policy.

Procedures

1. Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Committee.

2. Recusal of Self – Any member may recuse himself or herself at any time from involvement in any decision or discussion in which the member believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. 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, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.
4. Procedures for Addressing the Conflict of Interest
 - a. An interested person may make a presentation at the Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chair of the Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Executive Committee shall determine whether the Windsor Library Association can obtain with reasonable efforts a more advantageous transaction or arrangement 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 possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Windsor Library Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
5. Violations of the Conflicts of Interest Policy
 - a. If the Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the Executive Committee and all committees with Executive Committee 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, any action taken to determine whether a conflict of interest was present, and the Executive Committee's decision as to whether a conflict of interest in fact 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.

Compensation

A voting member of the Executive Committee who receives compensation, directly or indirectly, from the Windsor Library Association for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Windsor Library Association for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Executive Committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Windsor Library Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each officer and Executive Committee member shall annually sign a statement which affirms such person:

1. Has received a copy of the Conflict of Interest Policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands that the Windsor Library Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

If at any time during the year, the information in the annual statement changes materially, the Executive Committee member shall disclose such changes and revise the annual disclosure form.

The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

Periodic Reviews

To ensure the Windsor Library Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to the Windsor Library Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews as provided for above, the Windsor Library Association may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Committee of its responsibility for ensuring periodic reviews are conducted.

Initial Conflict of Interest Policy adopted April 25, 2018.