

Food Bank of Northwest Louisiana

BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY

The purpose of the following policy and procedures is to prevent the personal interest of board members from interfering with the performance of their duties to the Food Bank of Northwest Louisiana, or result in personal financial, professional, or political gain on the part of such persons at the expense of the Food Bank of Northwest Louisiana or its Members, supporters, and other stakeholders.

Definitions: Conflict of Interest (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include officers and board members of the Food Bank of Northwest Louisiana. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person -- other than a board member -- who does not receive compensation for services and expertise provided to the Food Bank of Northwest Louisiana and retains a significant independent decision-making authority to commit resources of the organization. *Staff Member* means a person who receives all or part of her/his income from the payroll of the Food Bank of Northwest Louisiana. *Member* means a Member of the Food Bank of Northwest Louisiana which shall be a state association of nonprofit organizations that represent a statewide and multi-sector or sub-sector 501(c)(3) constituency with a diverse range of corporate identities, or a regional association of nonprofit organizations that represent a specific region within a state or multi-state geographic area and a multi-sector or sub-sector constituency with a diverse range of corporate identities. *Supporter* means corporations, foundations, individuals, 501 (c) (3) nonprofits, and other nonprofit organizations who contribute to the Food Bank of Northwest Louisiana.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A board member or their organization stands to benefit from the Food Bank of Northwest Louisiana transaction or staff member of such organization receives payment from the Food Bank of Northwest Louisiana for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - c. A board member's organization receives grant funding from the Food Bank of Northwest Louisiana.

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2. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the Food Bank of Northwest Louisiana's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.
3. A Board member or Committee member who is formally considering employment with the Food Bank of Northwest Louisiana must take a temporary leave of absence until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or Committee member who is formally considering employment with the Food Bank of Northwest Louisiana must submit a written request for a temporary leave of absence to the Secretary of the Food Bank of Northwest Louisiana Board, c/o the Food Bank of Northwest Louisiana's office, indicating the time period of the leave. The Secretary of the Food Bank of Northwest Louisiana will inform the Chair of the Board of such a request. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the Food Bank of Northwest Louisiana.
4. An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present board or committee member.
5. Anyone in a position to make decisions about spending the Food Bank of Northwest Louisiana's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
6. A copy of this policy shall be given to all Board members upon commencement of such person's relationship with the Food Bank of Northwest Louisiana or at the official adoption of stated policy. Each board member and officer shall sign and date the policy at the beginning of her/his term of service. Failure to sign does not nullify the policy.

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This form must be signed all Board Members and Officers, as identified in the Food Bank of Northwest Louisiana Conflict of Interest Policy Statement, ratified by the Food Bank of Northwest Louisiana's Board of Directors on June 17, 2010.

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature

Printed Name

Date