

**Pasadena City College Foundation, Inc.**  
Conflict of Interest Policy

**Approved by Executive Committee on August 27, 2009**  
**Ratified by Foundation Board on September 22, 2009**

It is in the best interest of the Pasadena City College Foundation (the “Foundation”) to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, board members, and volunteers of the Foundation, or employees of the college working with Foundation matters, to identify situations that present potential conflicts of interest and to provide the Foundation with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the Foundation’s operations.

1. **Conflict of Interest - Defined.** For purposes of this policy, the following circumstances shall be deemed to create a conflict of interest:
  - a. A director, officer, board member, volunteer, or college employee (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with the Foundation for goods or services.
  - b. A director, officer, board member, volunteer, or college employee (or a family member of any of the foregoing) has a material financial interest in a transaction between the Foundation and an entity in which the director, officer, board member, volunteer, or college employee, (or a family member of the foregoing) is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
  - c. A director, officer, board member, volunteer, or college employee, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the Foundation.

Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of the Foundation. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the Foundation is not compromised by the personal interests of stakeholders in the Foundation.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities also may result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of

items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Foundation.

## **2. Definitions.**

- a. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- b. An "Interested Person" is any person serving as an officer, director, board member, volunteer or college employee of the Foundation or a major donor to the Foundation or anyone else who is in a position of control over the Foundation who has a personal interest that is in conflict with the interests of the Foundation.
- c. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- e. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the Foundation is not a Contract or Transaction.

## **3. Procedures.**

- a. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, an individual having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or any volunteer has a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him/herself if invited to the board meeting as a guest for purposes of disclosure.
- b. An individual who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the president or chair of the meeting all facts material to the Conflict of Interest. The president or chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- c. An individual who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

d. An individual who has a Conflict of Interest with respect to a Contract or Transaction that will be voted upon at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

e. The individual having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of the Foundation has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.

f. Interested individuals who are not members of the Board of Directors of the Foundation, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to their supervisor, or the President or Chair, or the President's or Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect the Foundation's participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the President or Chair or the President's or Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

4. **Confidentiality.** Each director, officer, board member, volunteers, or college employee shall exercise care not to disclose confidential information acquired in connection with disclosures of Conflicts of Interest or potential conflicts, which might be adverse to the interests of the Foundation. Furthermore, directors, board members, officers, employees and volunteers shall not disclose or use information relating to the business of the Foundation for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

#### 5. **Review of policy.**

a. Each director, officer, board member, volunteer and college employee shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

b. Annually, each director, officer, board member, volunteer, and college employee shall complete a disclosure form (see Exhibit A attached hereto), identifying any relationships, positions or circumstances in which he or she is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to the Pasadena City College Foundation. Any such information regarding the business interests of a director, officer, board member, volunteer, or college employee or a Family Member thereof, shall be treated as confidential

and shall generally be made available only to the President, or Dean, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers.