



**Conflict of Interest Policy**  
**Appendix E (Code of Regulations)**

**Article I: Purpose**

The purpose of the Conflict of Interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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 conflict of interest applicable to nonprofit and charitable organizations.

**Article II: Definitions**

**1. Interested Person**

Any director, principal officer, employee, or member of a committee with governing board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**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 the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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. Under Article III, Section 2 of this policy, a person who has a financial interest may have a conflict of interest if the appropriate governing board or committee decides that a conflict of interest exists.

**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 a financial interest in a proposed transaction or arrangement and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction or arrangement.

**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, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists with respect to the interested person.

**3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or

committee to investigate alternatives to the proposed transaction or arrangement which involves a possible conflict of interest.

- c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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 which would not produce a conflict of interest is not reasonably possible, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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 despite a possible conflict of interest or appearance of impropriety.
4. Violations of the Conflicts of Interest Policy
- a. If the governing board or committee has reasonable cause to believe that an interested person has failed to disclose a financial interest or an actual or possible conflict of interest, it shall inform the interested person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.
  - b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines that the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary, and/or corrective action, including, but not limited to, removal of the interested person from the governing board or committee.
5. Procedures for Grant Requests
- a. Interested persons serving on a governing board or committee considering and/or recommending grant requests must disclose and avoid any conflicting affiliations, interests or loyalties to other organizations which may be involved in or affected by the grant being considered.
  - b. An interested person who has an actual or perceived conflict of interest in connection with a grant request shall not participate, vote upon, or be physically present in the presentation, consideration, discussion, or decision-making concerning the grant request after disclosing the conflict, unless specifically requested by the board or committee chair to provide relevant factual information germane to the request. Under no circumstances shall such an interested person attempt to exert any influence on the board or committee considering the grant request. Disclosure of the actual or perceived conflict of interest and the interested person's abstention from the proceedings involving the grant request shall be duly recorded in the records or minutes of those proceedings.

#### **Article IV: Records of Proceedings**

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

- a. 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. 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 with the proceedings.

#### **Article V: Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is

prohibited from providing information to any committee regarding compensation.

#### **Article VI: Annual Statements**

Each director, principal officer, employee, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage

#### **Article VII: Periodic Reviews**

To ensure that the Organization 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 and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **Article VIII: Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Approved: June 9, 2008

Revised: December 9, 2013

Revised: December 8, 2025



## Annual Conflict of Interest Questionnaire

This questionnaire is to be completed annually by all Foundation officers, trustees, key employees, and members of the Finance Committee who are authorized to act on behalf of the Board of Trustees.

### 1. NAME AND BACKGROUND INFORMATION

a. Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Phone Number: \_\_\_\_\_

b. Position with the Foundation: \_\_\_\_\_

### 2. CONFLICT OF INTEREST INFORMATION

a. **Family or Business Relationships.** Identify any family or business relationships (as defined below) that you have with any of the individuals listed on Exhibit A.

**(i) Family Relationships include:**

- Spouse
- Ancestors
- Children
- Grandchildren
- Great-grandchildren
- Siblings (whether by whole or half-blood) and
- Spouses of all of these individuals except ancestors' spouses, unless the spouse is also an ancestor (e.g. Does not include stepparents or step-grandparents).

**(ii) Business Relationships include:**

- Employment relationships<sup>1</sup>
- Contractual relationships<sup>2</sup>
- Common ownership of a business where any of the individuals listed on Exhibit A individually or commonly own greater than a 35% interest as measured by
  - Voting power in a corporation
  - Profits interest in a partnership
  - Beneficial interest in a trust

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<sup>1</sup> An example of a business relationship is an employee/employer relationship with another person listed on Exhibit A or two listed persons having a common employer.

<sup>2</sup> The contractual relationships are between listed individuals or parties. For example, an individual would only list Clark Nuber if Clark Nuber prepared his personal tax return. That would be a contractual relationship between two listed individuals or parties.

Name of Individual	Type of Relationship	Describe the family and/or business relationship ( <b>attach a separate page if additional space is necessary</b> )
	<input type="checkbox"/> Family relationship <input type="checkbox"/> Business Relationship	

I have no family relationship with any of the individuals listed on Exhibit A.

I have no business relationship with any of the individuals listed on Exhibit A.

**b.**

**Investments.** Identify any investments or ownership interests of 2% or more in any organization that you or a member of your family living in the same household has or had during the last five (5) years if the organization has, does, or is likely to provide goods or services to the Foundation or purchase services from the Foundation:

Name of Organization	Individual who has or had the investment or ownership interest (e.g., "self" or "spouse")	Describe investment or ownership interest ( <b>attach a separate page if additional space is necessary</b> )

None

**c.**

**Director or Other Services.** Identify any services that you or a member of your family living in the same household provides or provided within the last five (5) years as a director, partner, principal, manager, employee or consultant to any organization that does, has, or is likely to provide goods or services to the Foundation or purchase services from the Foundation:

Name of Organization	Individual who provided the services (e.g., "self" or "spouse")	Describe services provided ( <b>attach a separate page if additional space is necessary</b> )

None

**d.**

**Interests in Transactions.** Identify any interest (not already identified above) that you or a member of your family living in the same household, or any organization in which you or a member of your family has or had an interest of 2% or more (e.g., a corporation or partnership), has had in any transaction during the last five (5) years to which the Foundation or any related organization was a party (e.g., any loans, sales of goods or services, or guarantees):

Describe the transaction(s) ( <b><i>attach a separate page if additional space is necessary</i></b> )	Individual who has or had the interest (e.g., "self" or "spouse")

None

e.

**Positions with Charitable Grantees.** Identify any management or board level position that you or a member of your family living in the same household has or had during the last five (5) years in any organization that has received or is likely to receive grants from the Foundation (***attach a separate page if additional space is necessary***):

Name of Organization	Individual who has or had the positions (e.g., "self" or "spouse")	Position and Dates of Service

None

- f. **Other.** Identify all other circumstances affecting you or members of your family that might appear to involve a conflict of interest, actual or potential, and any circumstances that could be viewed as use of information relating to the Foundation's business for personal profit or advantage (***attach a separate page if additional space is necessary***):

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None



**Conflict of Interest Policy  
Acknowledgment and Signature**

To the best of my knowledge and belief, the above information is true and accurate. I have received a copy of the Foundation's Conflict of Interest Policy, which I have read and understand, and I hereby agree to comply with it.

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**Printed Name**

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**Signature**

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**Date**



**Exhibit A (Form 990)**

The following is a listing of individuals that are officers, directors, trustees, key employees, highly compensated employees, and highly compensated professionals or independent contractors with respect to the Richland County Foundation.

<b>Name</b>	<b>Title</b>
Allura Watson	President
Rachel Weber	Director of Finance
Lee Tasseff	Trustee / Chair
Dakota Durbin	Trustee / Chair Elect
Jack Stewart	Trustee / Secretary
David Daniels	Trustee / Treasurer
Karen Bierly	Trustee
Dr. Joseph Bocka	Trustee
Col. Troy Cramer	Trustee
Braxton Daniels III	Trustee
Chris Hiner	Trustee
Laurie McKeon	Trustee
Dr. Theresa Roth-Groth	Trustee
Marcella Smith	Trustee
Rand Smith	Trustee
David Daniels	Trustee
Crystal McMillen	Trustee
Clearstead	Investment Consultant