

# **Conflict of Interest Policy of the Northwest Association of Title IX Administrators**

**Adopted on April 28, 2021**

## **I. Overview**

### **A. Purpose**

The purpose of this Conflict of Interest Policy (the “Policy”) is to protect the Association’s interests when it is considering taking an action, sharing information, or entering into a transaction that might benefit the private interests of a board member, result in the payment of excessive compensation to a board member, officer, or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

### **B. Why a policy is necessary**

1. As a nonprofit, charitable organization, the Association is accountable to both government agencies and members of the public for responsible and proper use of its resources. Board members, officers, and any other members charged with authority have a duty to act in the Association’s best interests and may not use their positions for their own financial or personal benefit.
2. Conflicts of interest can damage the Association’s reputation and expose both the Association and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the Association.

### **C. To whom does this policy apply?**

This policy applies to all Board members, officers, and any other members charged with authority in the course of performing the business, training, development, or work of the Association.

## **II. Identifying Conflicts of Interest**

### **A. What is a conflict of interest?**

A potential conflict of interest arises when board members, officers, and any other members charged with authority (a) stands to gain a financial benefit from an action the Association takes or a transaction into which the Association enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the board member, officers, or any other member charged with authority.

### **B. What are some examples of potential conflicts of interest?**

It is impossible to list all the possible circumstances that could present conflicts of interest. Some examples of conflicts of interest include situations in which a director, officer or key person or that person’s relative or business:

- has an ownership or investment interest in any third party that the Association deals with or is considering dealing with;

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- serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that the Association deals with or is considering dealing with;
- receives or may receive compensation or other benefits in connection with a transaction into which the Association enters;
- receives or may receive personal gifts or loans from third parties dealing with the Association;
- serves on the board of directors of another nonprofit organization that is competing with the Association for a grant or contract;
- has a close personal or business relationship with a participant in a transaction being considered by the Association;
- would like to pursue a transaction being considered by the Association for their personal benefit.
- uses information collected by the Association for their own professional or personal advancement.

These examples are meant to be illustrative, are not exclusive, and do not address all potential actual or perceived conflicts of interest.

- C. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.
- D. A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if the audit committee decides, pursuant to Section IV of this policy, that a conflict of interest exists.
- E. In the course of Board recruitment and promotion of Board affairs, the Board collects certain demographic information about potential and current institutions it serves. Information collected by or shared with the Board from member institutions shall not be shared with Board members for the advancement of those members' personal or professional interests.

### **III. Procedures for Determining Compensation Related to Board Members**

As part of NWATIXA's course of business, Board members with relevant expertise may offer trainings or other relevant support for the membership and organization. This expertise may or may not be compensated, depending on the circumstances; providing a multi-day credentialing training to members, for example, might involve compensation. In order to prevent conflict of interests, we are adopting the following procedures:

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- A. No person shall be present for or participate in board or committee discussion or vote pertaining to:
  - 1. their own compensation;
  - 2. the compensation of their relative;
  - 3. the compensation of any person who is in a position to direct or control them in an employment relationship;
  - 4. the compensation of any person who is in a position to directly affect their financial interests;
  - 5. the compensation of any institution or other organization that person may be a member of;
  - 6. any other compensation decision from which the person stands to benefit.
- B. The board or authorized committee shall contemporaneously document:
  - 1. the terms of compensation and date of determination;
  - 2. the members of the board or committee who were present and those who voted for it;
  - 3. any actions with respect to consideration of the compensation by anyone on the board or committee who had a conflict of interest with respect to the matter.

### **IV. Disclosing Potential Conflicts of Interest**

- A. You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and before any actions involving the potential conflict are taken. Submit a signed, written statement disclosing all the material facts to the Board President of the Association.
- B. The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:
  - 1. the name of the interested party and the nature of the interest;
  - 2. the decision as to whether the interest presented a conflict of interest;
  - 3. any alternatives to a proposed contract, request or transaction considered by the board; and
  - 4. if the transaction or request was approved, the basis for the approval.

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### **V. Determining Whether a Conflict of Interest Exists**

- A. After there has been disclosure of a potential conflict and after gathering any relevant information from the board member, officers, or other member charged with authority, the Board shall determine whether there is a conflict of interest. The board member, officers, or other members shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
- B. When a matter involving a conflict of interest comes before the board, the board may seek information from the board member, officer, or any other member charged with authority with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
- C. In determining whether a conflict of interest exists, the Board shall consider whether the potential conflict of interest would cause a transaction entered into by the Association to raise questions of bias, inappropriate use of the Association's assets, or any other impropriety.
- D. If the Board determines that there is a conflict of interest, it shall determine further appropriate responses to the infringement or conflict, if any are required.

### **ADOPTION OF POLICY**

**APPROVED** by the attendees of the Annual Membership Meeting on the 28th day of April, 2021.

**ATTEST:**      **Matt Nelson, NWATIXA Board President**  
                    **Nancy Johnson-Cassulo, Board Secretary**