

Conflicts of Interest Policy

Purpose. The purpose of this conflict of interest policy is to protect the interests of the Foundation and the people for whose benefit it exists. This Policy supplements but does not replace federal and state laws, orders and regulations governing conflicts of interest, which apply to nonprofit or charitable corporations; and the Articles of Agreement, Bylaws and policies of the Foundation.

Definitions

Capitalized terms used in the Policy and not otherwise defined have the meanings given to them in the Bylaws.

Covered Persons include Endowment Directors, Advisory Council members, Committee members and employees

Conflict of interest means any personal, professional, financial or other interest of a Covered Person, which may conflict with the Covered Person's service to or with the interests of the Foundation.

Pecuniary benefit transaction is a transaction with the Foundation in which a Director, Officer or Council member of the Foundation has a financial interest, direct or indirect.

Family members include a Covered Person's spouse or spousal equivalent, children, including children-in-law; and parents, including parents-in-law, and includes any adopted, half or step family members.

Policy. Covered Persons are expected to use good judgment, to adhere to high ethical standards and to act in such a manner as to avoid any actual, perceived or potential conflict of interest.

1. **Statutory Requirements.** The New Hampshire statutory requirements dealing with pecuniary benefits ([RSA 7:19-1](#) and [RSA 292: 6-a](#)) are hereby incorporated in full into and made an integral part of this Policy. All Covered Persons should visit these links and be aware of the statutory requirements. These requirements extend to both direct and indirect financial interest, as defined by the statutes.
2. **Duty to Disclose.** Covered Persons are required to disclose any actual, perceived or potential conflict of interest. Any questions regarding whether a particular circumstance or activity presents a conflict of interest should be resolved in favor of disclosure. It is the continuing responsibility of the Covered Person to scrutinize his or her activities to assure he or she conforms to the requirements of this Policy. Whenever an obligation to disclose a conflict of interest arises under this Policy, the Covered Person shall immediately notify the Chair of the Audit Committee. Covered Persons annually will complete the Conflict of Interest Disclosure Form disclosing actual or potential conflict of interests and submit such Form to the Foundation. No Covered Person shall engage in a pecuniary benefit transaction unless and until such transaction has been disclosed to the Foundation and the Board has approved the transaction. For the avoidance of doubt, a Covered Person shall disclose the following:
 - *Economic Interests* or circumstances under which such individual owns property, derives personal income or has an economic interest in an organization that transacts business with the Foundation.
 - *Business Positions* (e.g., supervisory, managerial or governance) positions held with an organization that transacts business with the Foundation.

- *Family Member* owns property, derives personal income from, or has an economic interest in or holds an important position with an entity that transacts business with the Foundation.
3. **Responsibility of Covered Person.** Covered Persons are responsible for:
- Observing a high standard of ethical business conduct in the performance of his or her duties;
 - Disclosing potential and actual conflicts of interest as defined in this Policy;
 - Refraining from participation in decisions in which he or she is determined to have a conflict of interest; and
 - Annually filing the Conflict of Interest Disclosure Form.
4. **Gifts/Honorariums.** Individuals shall not solicit or accept transfers of economic benefit as a result of their role with the Foundation. Gifts and honorariums from a current grantee organization, potential applicant, vendor or consultant are restricted as follows:
- Monetary gifts such as cash, gift certificates, and gift cards, and in-kind services are prohibited.
 - Non-monetary gifts of any amount are discouraged but not prohibited.
 - Non-monetary gifts of \$50 or more shall be reported to the Board Chair or President.
 - Non-monetary gifts under \$50 (examples may include complimentary tickets to an event, a meal, a conference, items bearing a vendor's logo, a round of golf or other activity) shall be reported to the Board Chair or President if they are made on a frequent basis.

Oversight

Audit Committee. The Audit Committee is responsible for administering the Conflict of Interest Policy annually, with responsibility for:

- Collecting and reviewing Conflict of Interest Statements from Covered Persons.
- Reviewing and discussing actual and potential conflicts of interest; and
- Reporting conflicts of interest to the Governance Committee.

Governance Committee. The Governance Committee shall have ultimate responsibility for ensuring compliance with the standards established by the Conflict of Interest Policy and to take reasonable steps to ensure compliance with and to remedy violations of this Policy. If the Governance Committee has reasonable cause to believe that a member has failed to disclose an actual conflict 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. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Governance Committee determines that the member has in fact failed to disclose an actual conflict of interest, it shall take or recommend appropriate corrective action.

See Appendix A for Disclosure Form

Adopted 7/1/00; Amended 9/15/08; Amended 9/21/09; Amended 12/14/09; Amended 5/8/12; Amended 9/8/14; Amended 9/18/17; Adopted 9/17/18

**Conflict Disclosure Form for Directors, Officers, Council Members,
Committee members, and Employees of the Foundation**

I. Name, address, telephone number, and role with the Endowment for Health, Inc.

II. I confirm that I have received and have read and understand the requirements of the following Endowment for Health governing documents:

- Articles of Agreement
- Bylaws
- Conflict of Interest Policy including New Hampshire Statutes RSA 7:19-a and RSA 292:6-a
- Whistleblower Policy

I agree to comply with all these governing documents. I also understand that the Foundation is a charitable organization and that, in order to maintain its federal tax exemption, it shall engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

I hereby disclose that I have the following actual or potential conflicting arrangements:

I confirm that, if additional potential conflicting arrangements arise at any time after the date of this disclosure, I shall immediately disclose them in writing to the Audit Committee.

Date _____ Signature _____