

STEILACOOM HISTORICAL EDUCATION FOUNDATION
Conflict of Interest Policy
(As of July 2018)

This Conflict of Interest Policy is designed to help directors, officers, and employees (each a “Responsible Person”) of Steilacoom Historical Education Foundation (the “Corporation”) identify situations that present potential conflicts of interest, and to provide the Corporation with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a Responsible Person has or may have a conflict of interest with respect to the transaction.

Definitions

- A “Conflict of Interest” arises whenever the Corporation is considering a transaction with, or has a direct competitive relationship with, any of the following:
 - a. A Responsible Person or Family Member; or
 - b. A business or organization in which a Responsible Person or Family Member has a Material Financial Interest; or
 - c. A business or organization of which a Responsible Person is a director, officer, agent, partner, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.
- A “Family Member” is a spouse, parent, child, son- or daughter-in-law, brother, sister, or brother- or sister-in-law, of a Responsible Person.
- A “Material Financial Interest” is a financial interest of any kind that is substantial enough to affect a Responsible Person’s judgment with respect to the transaction.

Procedure

1. A transaction involving a Conflict of Interest may be approved by the board of directors of the Corporation if the material facts as to the transaction and the Conflict of Interest are fully disclosed or known to the board and the board approves the transaction in good faith by the affirmative vote of a majority of the directors currently holding office, provided that the interested director or directors may not vote and are not considered present for purposes of a quorum.

2. Prior to board action on a transaction that involves a Conflict of Interest, a Responsible Person who knows he or she has a Conflict of Interest and who is present at the meeting must disclose to the board all facts material to the Conflict of Interest. The disclosure must be reflected in the minutes of the meeting.

3. A Responsible Person who does not plan to attend a meeting at which the board is likely to act on a transaction involving the Responsible Person's Conflict of Interest must disclose to the chair, prior to the meeting, all facts material to the Conflict of Interest. The chair must report the disclosure at the meeting and the disclosure must be reflected in the minutes of the meeting. If the Responsible Person with the Conflict of Interest is the chair, then the required disclosure must be made to, and the required report to the board must be made by, the next highest ranking officer.

4. A person who knows he or she has a Conflict of Interest must not participate in the board's discussion of the transaction except to disclose material facts and to respond to questions. The person must not attempt to influence the board's action on the transaction, either at or outside the meeting. Prior to voting, the board must be given an opportunity to discuss the transaction without the person who has the Conflict of Interest being present.

5. The person with the Conflict of Interest must not vote on the transaction and must not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. The minutes of the meeting must reflect that the person did not vote.

6. A Responsible Person who is not a director of the Corporation, or who has a Conflict of Interest with respect to a transaction or direct competitive relationship that is not the subject of board action, must disclose to his or her supervisor, the board chair, or the chief executive officer of the Corporation any Conflict of Interest that the Responsible Person knows he or she has with respect to the transaction or direct competitive relationship. The disclosure must be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person must refrain from any action that may affect the Corporation's participation in the transaction or direct competitive relationship. A supervisor who receives such a report must forward the report to the chief executive officer.

7. If it is not entirely clear whether a Conflict of Interest exists, then the person with the potential conflict must disclose the circumstances to his or her supervisor, the chief executive officer, the chair or the chair's designee. The chief executive officer, the chair, or the chair's designee must determine whether there exists a Conflict of Interest that is subject to this Policy.

Gifts and Entertainment

A Responsible Person must not accept gifts, entertainment or other favors from any individual or entity that (i) does or is seeking to do business with the Corporation; or (ii) has received, is receiving or is seeking to receive a scholarship, grant or loan or to secure other financial commitments from the Corporation; under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not prohibit the acceptance of items or entertainment of nominal value that are not likely to affect the Responsible Person's independent judgment on behalf of the Corporation.

Confidentiality

Each Responsible Person must exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the Corporation. A Responsible Person must not disclose or use information relating to the business of the Corporation for personal profit or advantage.

Policy Review; Annual Disclosure

1. Promptly after becoming a Responsible Person, and annually thereafter, each Responsible Person must review a copy of this Policy and acknowledge in writing that he or she has done so. Any changes to the Policy must be communicated immediately to all Responsible Persons.

2. Each Responsible Person must annually complete the disclosure form attached to this Policy and submit it to the chair and any other person designated by the chair. The chair and any such designated person must treat the information on the forms as confidential and disclose it only as necessary to implement this Policy.

Amendments

Any amendments to this Conflict of Interest policy must be provided to Scholarship America within ten (10) days of being approved by the Corporation's Board of Directors.

Conflict of Interest Information Form
(20__)

Name: _____

Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest, as defined in the Corporation's Conflict of Interest Policy.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Steilacoom Historical Education Foundation Conflict of Interest Policy that is currently in effect.

Signature: _____ *Date:* _____

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