



EXPLORIT SCIENCE CENTER

Think It. Try It. Explorit

**EXPLORIT SCIENCE CENTER
CONFLICT OF INTEREST POLICY
BOARD OF TRUSTEES**

I. Introduction

A "conflict of interest" exists when a Board member's own interest influences the manner in which he or she handles the business of Explorit Science Center. Consequently, Board members must refrain from all actions that create a perception of impairing independence or judgment, and must also report all conflicts or potential conflicts of interest. Board members must execute a disclosure statement when first assuming a position on the Board of Trustees and annually thereafter in the month of October.

Conflict of interest is a condition, based either on a one-time event or ongoing, in which the individual may have some interest that may cause him or her to act in a way that is contrary to the interests of Explorit. An individual may have such a conflict whether or not that person has acted on it.

Conflict of interest also includes any act of "self-dealing."

Board members must not engage in any transaction which meets the definition of a "self-dealing transaction" as defined in Section 5233 of the Nonprofit Public Benefit Corporation Law unless the transaction has been approved by one of the means specified in Section 5233(d). *(Section 5233 provides that such transactions require prior approval by the Board with knowledge of the material facts and the Board member's interest in the transaction, that the transaction has been fair and reasonable, and that the Board determined that no better arrangement could be made with reasonable effort).*

The term "Explorit" includes all programs operating under the auspices of the corporation and any division thereof or any subsidiary or other organization sponsored by or affiliated with Explorit Science Center.

II. Policy

Board members are required to notify and discuss with the President of the Board and the Executive Director, any transaction or situation that might involve a conflict of interest or result in self-dealing. When a conflict appears, it shall be disclosed and reviewed in accordance with Section VII of this policy. Compliance with this policy is a condition of service on the Board of Trustees.

III. Persons Covered

This policy and the requirement to sign a disclosure statement are directed to all Board members, as they can influence and/or affect financial, confidential, or other activities of Explorit.

IV. Areas in Which Conflicts May Arise

Conflicts of interest may arise in situations where the relationships of Board members may affect financial, confidential, or other activities of Explorit, such as, but not limited to:

- A. Suppliers of goods and services
- B. Relationships with persons or entities with whom Explorit is dealing or plans to deal in connection with leases, purchases, sales, or gifts of real or personal property.
- C. Other nonprofit organizations or science education related facilities or organizations.
- D. Donors, or others, giving support to Explorit.
- E. Clients, or others, receiving services from Explorit.
- F. Banks or other lending or savings institutions.
- G. Insurance companies, investment companies, fund development companies, or financial planning institutions.
- H. Other entities that may affect the operations of Explorit.

V. Nature of Conflict of Interest

A material conflict of interest may be defined as an interest that may affect the judgment or conduct of the Board member, such as, but not limited to:

- A. Owning stock or other proprietary interest.
- B. Holding debt or debt securities.
- C. Holding office, serving on the Board of Trustees, participating in managing, or being otherwise employed or formally employed.
- D. Receiving remuneration for services with respect to Board member transactions.

- E. Receiving gifts or loans.
- F. Obtaining or holding an interest in real estate, securities, or other property that Explorit is considering, leasing, or selling.
- G. Disclosing or using information relating to Explorit business or operations for the personal profit or advantage of the individual.

IV. Prohibited Conflicts of Interest

The following conflicts of interest are apparent and absolutely prohibited:

- A. **Loans.** Borrowing from any client, Board member or firm who has a relationship with Explorit as described in Section IV or V. However, Board members may borrow from banks, insurance companies, or other recognized financial institutions that also deal with Explorit if the transaction is on normal commercial terms and conditions.
- B. **Gifts, Gratuities, and Entertainment.** Seeking or accepting, directly or indirectly, gifts, favors, or entertainment that might also influence or appear to influence conduct in representing Explorit. Ordinary business meals and such other modest business entertainment will be deemed not to influence conduct. No gift of money shall ever be accepted.
- C. **Information Obtained Through Association with Explorit.** Using for personal benefit or outside the scope of association with Explorit any information that is not generally known about Explorit, including, but not limited to: records or other information regarding clients, donors, or users of services provided by Explorit, records or other information regarding employees, operational activities, future plans, investments, or financial data, conditions, or results.

VII. Interpretation of the Statement of Policy

The existence of one or more of the factors described in Section IV or V does not mean a conflict of interest necessarily exists. Also, if a conflict does exist, the conflict may not necessarily be material enough to be disqualifying. However, it is the policy of Explorit's Board of Trustees that the existence of any such interest be disclosed and that approval by Explorit's Executive Committee be required before any such transaction is consummated.

It shall be the continuing responsibility of the Board member to examine his or her activities and transactions for potential conflicts and to make appropriate disclosures. Every disclosure shall be made to the president of the Board and to the Executive Director. The President of the Board shall investigate the Disclosure and review his or her findings with the Executive Committee.

The Executive Committee shall make the final decision in all matters of conflict of interest. The Board of Trustees shall be kept apprised of all conflicts and their resolution.

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Disclosure Statement, Board of Trustees

I have received and carefully read Explorit Science Center's Conflict of Interest Policy, and in signing this statement, I have considered not only the literal expression of the policy, but also what I believe to be its spirit. I hereby certify that (check one):

- _____ A. I currently have no conflict of interest, as defined in the Policy, to report.
- _____ B. In compliance with the Policy, I wish to report the following: (If item B is checked, please describe pertinent conditions below, or on an attached sheet).

If any situation should arise in the future that may involve me in a conflict of interest in accordance with the Policy, I will promptly disclose the circumstances to the President of the Board and the Executive Director of Explorit.

Signature

Date signed

Name (please print)