

CONFLICT OF INTEREST POLICY

SECTION 1. PURPOSE:

Matter is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of Matter as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between Matter and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of Matter honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Matter. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Matter or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but also to all employees who can influence the actions of Matter. For example, this would include all who make purchasing decisions, all persons who might be described as “management personnel,” and anyone who has proprietary information concerning Matter.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to Matter.
2. Persons and firms from whom Matter leases property and equipment.
1. Persons and firms with whom Matter is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property.
3. Competing or affinity organizations.
4. Donors and others supporting Matter.
5. Agencies, organizations and associations which affect the operations of Matter.
6. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST:

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with Matter.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Matter.
1. Receiving remuneration for services with respect to individual transactions involving Matter.

2. Using Matter's time, personnel, equipment, supplies, or goodwill for other than Matter-approved activities, programs, and purposes.
3. Receiving personal gifts or loans from third parties dealing or competing with Matter.
3. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interest of Matter.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
4. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
2. A competitive bid or comparable valuation exists; and
5. The board (or a duly constituted committee thereof) has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the board Chair (or if he is the one with the conflict, then to the board Vice/Co-Chair), who shall bring the matter to the attention of the board (or a duly constituted committee thereof). Disclosure involving directors should be made to the board Chair, (or if he is the one with the conflict, then to the board Vice/Co-Chair) who shall bring these matters to the board (or a duly constituted committee thereof).

The board (or a duly constituted committee thereof) shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Matter. The decision of the board (or a duly constituted committee thereof) on these matters will rest in their sole discretion, and their concern must be the welfare of Matter and the advancement of its purpose.

SECTION 7. REVIEW OF POLICY

Each new Responsible Person shall be required to review a copy of this policy and to acknowledge in writing that he or she has done so.

Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions or circumstances might include service as a director of or consultant to a nonprofit organization, or ownership of a business that might provide goods or services or Matter. Any such information regarding business interests of a Responsible Person or a Family member shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Conflict of Interest Information Form

Name: _____

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 Matter's Policy on Conflicts of Interest) arising.

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 Policy of Conflict of Interest of Matter that is currently in effect.

Signature: _____ Date: _____