

Board of Directors Conflict of Interest Policy

Statement of Policy

- No Board member shall use his or her position, or the knowledge gained therefrom, in such a manner that a conflict between the interest of WomenHeart or any of its affiliates and his or her personal interests arises.
- Each Board member has a duty to place the interest of WomenHeart foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy.
- The conduct of personal business between any Board member or committee member and the organization and any of its affiliates is prohibited.
- Board or committee members may not obtain for themselves, their relatives, or their friends a material interest of any kind from their association with the organization.
- During their term of office, no Board or committee member or their relatives may receive a Wenger Award.

If a Board member has an interest in a proposed transaction with the organization in the form of a significant personal financial interest in the transaction or in any organization involved in the transaction, or holds a position as trustee, director, or officer in any such organization, he or she must make full disclosure of such interest before any discussion or negotiation of such transaction.

Any Board or committee member who is aware of a potential conflict of interest with respect to any matter coming before the Board or committee shall not be present for any discussion of or vote in connection with the matter.

Disclosure

To implement this policy, Board members of the organization will submit annual reports on the attached forms and, if not previously disclosed, will make disclosure before any relevant Board or committee action.

These reports will be reviewed by the Board or an appointed Committee of the Board, which will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors.

Potential Conflict of Interest Statement

I have read the statement of policy regarding conflicts of interest. To the best of my knowledge and belief, except as disclosed herewith neither I nor any person with whom I have or had a personal or business relationship is engaged in any transaction or activity or has a relationship that may represent a potential competing or conflicting interest, as defined in the statement of policy.

Further, to the best of my knowledge and belief, except as disclosed herewith, neither I nor any person with whom I have or had a personal business, or compensated professional relationship intends to engage in any transaction, to acquire any interest in any organization or entity, to become the recipient of any substantial gifts or favors that might be covered by the statement of policy regarding conflicts of interest.

Without exception

Except as described in the attached statement

Signature: _____

Print Name: _____

Date: _____

Conflict-of-Interest Questionnaire

Please answer all questions. If the answer is “yes” please explain. An affirmative response does not necessarily imply that the relationship is improper or that it should be terminated.

Have you or any related party¹ had any material interest, direct or indirect, in any transaction since January 1, 20__, to which the organization was or is to be a party? If so, please describe the relationship, including total billings (fees and reimbursement of out-of-pocket expenses).

Do you or any related party¹ have any material interest, direct or indirect, in any pending or incomplete transaction to which the organization is or is to be a party? If so, please describe the relationship, indicating actual or projected total billings (fees and reimbursement of out-of-pocket expenses) for this item.

Since January 1, 20__, have you or any related party¹ been indebted to the organization? Please exclude amounts due for ordinary travel and expense advances and for outstanding pledges. If the answer is “yes”, indicate the type of indebtedness and the amount.

The answers to the foregoing questions are accurately stated to the best of my knowledge and belief.

Signature: _____

Date: _____

¹ “Related party” is defined as members of your immediate family, which includes your spouse, minor children and all other dependents; estates, trusts and partnerships in which you or your immediate family has a present or vested future beneficial interest; and, a corporate or entity in which you or your immediate family is a beneficial owner of more than five percent of the voting interest.