



Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to:

- 1) Assist the International Society for Research on Internet Interventions (ISRII) in evaluating the integrity of its decisions as it pertains to the mission of the organization, the best interests of the membership
- 2) Assist ISRII in heightening awareness and educating its members about conflicts of interest.
- 3) Protect ISRII's interest and reputation when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect potential conflict of interest, as defined below, is an interested person.

2. Conflict of Interest

A conflict of interest arises when a Board member or key employee who is required to exercise judgment and make decisions on behalf of ISRII also has financial, professional, personal, or reciprocal relationships that are likely to or directly compromise their ability to make an impartial judgment for ISRII

An perceived conflict of interest is present if there is a potential for the financial, professional, personal, or reciprocal relationships of a person to be at odds with the person's obligation to ISRII and the circumstances are such that a reasonable person with knowledge of the relevant facts would question the person's ability to act in ISRII's best interests.

3. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which ISRII has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which ISRII has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ISRII is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

4. Professional Interest

A person has a professional interest if the person has:

- a. Membership on another entity's board of directors or its advisory committees (whether for profit or not for profit).
- b. Employment with an entity with which ISRII could conceivably transact or is transacting business.

5. Personal Interest

A person has a personal interest if there is a close personal relationship that are likely to interfere or appear to interfere with judgment used when decisions are made on behalf of ISRII

Article III

Procedures

1. Duty to Disclose

In connection with any actual, possible or perceived conflict of interest, an interested person must disclose the existence of the potential conflict of interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

Before members run for office or accept Board appointments, they shall be made aware that all winning candidates and appointees must divulge financial, professional, or personal relationships that could give rise to conflicts of interest as defined below.

Annually, each Board member and key employee shall be asked to review the conflict of interest policy and fill out an annual disclosure form that documents any interests and acknowledges, in writing, that they have read and understand the policy.

At the outset of every Board meeting, the Board president or presiding officer shall request that any Board member or key employee with a conflict of interest related to an agenda item make it known. Such disclosure shall be noted in the minutes.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the potential conflict of interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. If a conflict exists or a perceived conflict exists, the interested person must recuse

themselves from the discussion and from voting.

4. Violations of the Conflicts of Interest Policy

- a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts 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.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall decide to take disciplinary action such as voting to remove the member from the Board.

Article IV

Records of Proceedings

The minutes of the governing Board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the governing Board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing Board who receives compensation, directly or indirectly, from ISRII for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ISRII for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ISRII, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands ISRII is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure ISRII operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to ISRII's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, ISRII may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.