Iredell EDC Conflict of Interest Policy

Purpose
Iredell EDC is a nonprofit organization whose board members, officers, and employees are chosen to serve the public purpose to which this organization is dedicated. The purpose of this policy is to protect Iredell EDC when the organization is contemplating entering into a transaction of arrangement that might benefit the private interest of a board member, officer, or key employee or might result in a possible excess benefit transaction. The policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest that are applicable to nonprofit and charitable organizations.

Definitions

1. Interested person: Any board member, officer, member of a committee with governing board-delegated powers, or key employee who has direct or indirect financial interest as described below.
2. Financial interest: A person who has, directly or indirectly, through business, investment, or family one or more of the following
    - An ownership in investment interest in any entity with which Iredell EDC has a transaction or arrangement.
    - A compensation arrangement with Iredell EDC or with any entity or individual with which the organization has a transaction or arrangement; or
    - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Iredell EDC is negotiating a transaction or arrangement.
3. Compensation includes direct or indirect remuneration as well as gifts as favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. 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.

Disclosure & Procedures

1. Duty to disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial 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.
2. Procedure.
    - No interested person may vote, be present at any vote, lobby on the matter, or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted on.
    - Any transaction in which an interested person has a financial or personal interest shall be duly approved by noninterest or connected members of the board as being the best interest of the organization.

- Any payments of other benefits resulting in the interested board member, officer, or key employee shall be reasonable and shall not exceed fair market value.

Compensation & Loans

No members of the board, including its officers, shall receive compensation, directly or indirectly, from Iredell EDC for their board service.

Iredell EDC shall not make loans to its board members, officers, or key employees.

An interested person may make a loan to Iredell EDC by the loan's terms and conditions must be reviewed and approved by the full board.

Violation of Conflict of Interest Policy

If the governing board or committee has reasonable cause to believe an interested person 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 to explain the alleged failure to disclose.

If, after the hearing the interested person'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 take appropriate disciplinary and corrective action.

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 a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether the conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
b. The nature of the persons who were present of the discussion 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.

Attestation and Disclosures

I affirm that I:

- Have received a copy of the conflict-of-interest policy.
- Have read and understand the policy.
- Agree to comply with the policy.
- Will disclose all corporations, partnerships, associations or other organizations that I am an officer, director, trustee, partner, or employee and will describe my affiliation with such entities.

- Will disclose any proposed, existing and/or past business dealings between Iredell EDC and myself, my family members, and/or above entities.
- Will disclose any other relationships, arrangements, transactions, or matters that could create a conflict of interest or appearance of conflict.

Print Name: ____

Signature: ____

Title/Position with Iredell EDC: ____

Date: ____