

Ohio Legal Assistance Foundation

CONFLICT OF INTEREST POLICY AND PROCEDURE

The purpose of this Conflict of Interest Policy and Procedure (the “Policy”) is to protect OLAF’s interests when OLAF negotiates and enters into transactions and arrangements that might benefit the private interest of a trustee or officer of OLAF or that might result in an excess benefit transaction. All OLAF trustees are covered by this Policy, as are OLAF’s Executive Director and OLAF’s Chief Financial Officer. Every new trustee and covered officer shall be advised of this Policy upon entering the duties of his or her office and each new trustee or officer shall make any existing or expected conflicts of interest a matter of record at such time.

Each trustee and officer has a duty to place the interest of OLAF foremost in any dealings with or on behalf of the organization. No trustee or officer shall use his or her position, or the knowledge gained from that position, in such a manner that a conflict arises between the interest of the organization and the trustee or officer’s personal interests.

A conflict of interest is defined as an actual or perceived interest by an OLAF trustee or officer in an action that results in, or has the appearance of resulting in, personal, financial or professional gain for the trustee or officer.

Specifically, a conflict of interest arises if:

(A) A trustee or officer has an existing or potential financial or other interest that impairs, or might reasonably appear to impair, his or her independent judgment in the discharge of his or her responsibilities to OLAF, or

(B) A trustee or officer has an ownership or investment interest in any person or entity with which OLAF has an arrangement, has entered into a transaction, or has begun negotiating an arrangement or transaction, or

(C) A trustee or officer serves as an officer, director, trustee, employee, or member in any person or entity with which OLAF has an arrangement, has entered into a transaction, or has begun negotiating an arrangement or transaction, or

(D) A trustee or officer’s spouse, parent, or child meets any of the above criteria.

By way of example and not limitation, a conflict of interest could arise in any transaction involving (i) the sale, lease, or rental of any property or other asset, (ii) the payment for rendition of services, in an employment context or otherwise, (iii) the award of any grant, contract, or subcontract, or (iv) the investment or deposit of any funds of OLAF.

Trustees and officers are required to disclose any conflict of interest or any potential conflict of interest at the earliest practical time. Each such person shall provide written disclosure of any interests, relationships, and holdings that results, or could potentially result, in a conflict of interest.

In the course of OLAF board meetings and other activities, each trustee and officer shall disclose any interests in any arrangement, transaction, or decision in which he or she, or his spouse, parent, child, partner, employer, or other close associate may receive compensation, benefit, or gain. Compensation includes direct and indirect remuneration as well as gifts or favors other than de minimis gifts and favors. No trustee or officer shall preside over, vote on, or participate in any deliberation of any matter in which such trustee or officer has a conflict of interest.

The fact that any trustee or officer has a conflict of interest regarding any arrangement or transaction does not mean that OLAF may not enter into or continue such arrangement or transaction. Any such arrangement or transaction may still be approved by the disinterested trustees or officers of OLAF, according to normal protocol.

The minutes of the OLAF governing board and all committees with board-delegated powers shall contain the names of persons who disclosed or otherwise were found to have a conflict of interest, the nature of the conflict of interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed. The minutes shall include (i) the names of the persons who were present for discussions, (ii) a record of any votes taken in connection with the conflict of interest proceeding, (iii) the content of the discussion, including any alternatives to the proposed transaction or arrangement, and (iv) any votes relating to the underlying transaction or arrangement.

Any trustee or officer who is uncertain whether he or she has a conflict of interest may request that the OLAF board or applicable committee determine whether a conflict of interest exists by majority vote (excluding the potentially conflicted trustee).

Each trustee and officer, and each member of a committee with governing body delegated powers, shall annually complete and sign the *OLAF Annual Business Relationship and Declaration of Interest Disclosure Form* (the "Form"). The Form provides an opportunity to disclose potential conflict of interest and includes a statement which affirms that each respondent has received a copy of this Policy and has agreed to comply with this Policy.

If the OLAF governing board or applicable committee has reasonable cause to believe a trustee or officer has failed to disclose an actual or possible conflict of interest, the board or committee shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. After hearing the trustee, officer, or member's response and after making further investigation as warranted by the circumstances, if the OLAF board or applicable committee determines the trustee, officer, or member has failed to disclose an actual or possible conflict of interest, the board or applicable committee shall take such disciplinary and corrective action as it deems appropriate.

Adopted June 11, 2009

OLAF Annual Business Relationship and Declaration of Interest Disclosure Form

To assist you with identifying areas where conflicts might occur, please answer the following:

Do you have a direct business relationship with OLAF (other than as an officer or trustee), or an indirect business relationship through ownership of more than 25% in another entity (individually or collectively with other OLAF trustees or OLAF employees)? Yes ___ No ___

If yes please describe:

Do you have an immediate family member (spouse, parent, or child) who has a direct or indirect business relationship with OLAF, as described above? Yes ___ No ___

If yes please describe:

Do you serve as an officer, director, trustee, key employee, partner, shareholder, or member of an entity doing business with OLAF? Yes ___ No ___

If yes please describe:

Do you anticipate engaging in any transaction or arrangement, financial or otherwise, with OLAF individually or through an entity controlled by you (25% or more ownership) that might create a conflict of interest for you? Yes ___ No ___

If yes please describe:

Will you disclose, in writing, to the President of the OLAF Board (or Vice President, if the President is respondent) any future transaction or arrangement, financial or otherwise, that might create a conflict of interest for you? Yes ___ No ___

Will you refrain from participating in any business matter of OLAF in which you have a conflict of interest, as set out in the *Ohio Legal Assistance Foundation's Conflict of Interest Policy and Procedure* (the "Policy")? Yes ___ No ___

I have received, read, and understand the Policy and I agree to comply with the Policy. If an actual or potential conflict of interest arises in my responsibilities to OLAF, I recognize that I have the obligation to notify the President of the Board of Trustees and to abstain from any participation in the matter until the Board of Trustees can determine whether a conflict exists and how any conflict will be resolved.

I agree to complete and execute a form similar to this form annually for each year in which I serve as a trustee or officer of OLAF.

Signature: _____

Date: _____

Form Adopted June 11, 2009