

Purpose of Policy

Manada Conservancy's effectiveness depends upon maintaining the highest level of confidence with all parties with whom it works. Both the perception and reality of entering into transactions that create conflicts of interest can be damaging to the integrity and reputation of the Conservancy. For that reason, it is imperative that we have a well-developed and consistently implemented conflict of interest policy.

The principal purpose of this policy is to help Manada Conservancy and covered persons such as employees, Board members and other insiders avoid real or perceived conflicts of interest and to properly disclose and manage the conflicts that cannot be avoided. For that reason, the employees and Board will be held accountable to read, understand, and fully comply with this policy. In addition, all Board members and staff will sign a copy of the policy acknowledging that they have read and understood the policy.

Overall Policy

It is the policy of Manada Conservancy to disclose real or perceived conflicts of interest involving the Conservancy and related parties and to address such conflicts in a manner that will fully protect the integrity and reputation of Manada Conservancy as well as related parties.

To that end, the following principles will apply:

1. The transaction, contract, or project has been conducted in a fair manner to all parties involved.
2. The mission of Manada Conservancy has been followed.
3. The reputation of Manada Conservancy has not been compromised.
4. The transaction, contract, or project is approved with the board's full knowledge of its financial or other benefit to the covered person who has the conflict of interest.
5. When the covered person is a director, the director did not participate in the vote approving the transaction, contract, or project and was, in fact, absent both during the discussion of the transaction, contract, or project and when the board voted on it.
6. A more advantageous arrangement could not have been obtained with reasonable effort.

Description of a Conflict of Interest

A conflict exists when a covered person (as defined below) proposes to act on any issue, matter, or transaction in which Manada Conservancy has an interest, and the covered person may have an interest separate from the Conservancy. A conflict of interest also exists in situations in which there is an appearance that a covered person is utilizing inside information that is proprietary to Manada Conservancy for his or her benefit, is acting in his or her own interests rather than the best interests of the Conservancy, has the ability to exercise undue influence over Conservancy decisions, or is receiving favorable treatment by the Conservancy because of his or her status as a covered person.

Definitions

- A. Covered Persons:** All employees, Board members, Emeritus Board members, and, as defined below, individuals with close relationships, major donors, related organizations, and other insiders.
- B. Close Relationship:** Spouse, child (natural and adopted), parent, and step-parent, in-laws, grandchild, grandparent, brother, sister, or any other individual with a significant personal relationship with a covered person.
- C. Inside Information:** Any material information that is identified as confidential and propriety, pertaining to the business and affairs of Manada Conservancy, whether related to a specific transaction or to matters pertaining to the Conservancy's interests, activities and policies.
- D. Major Donor:** An individual, corporation or foundation that makes a gift or a pledge of \$25,000 or more at any one time or cumulatively \$50,000 within a 5-year period prior to the occurrence of the conflict of interest.

Examples of Potential Conflicts of Interest

In order to help those involved with Manada Conservancy activities to understand and evaluate those actual and potential conflicts, the following are typical categories of situations where the potential for conflict might arise. While not all inclusive, the following represent some of the types of conflict situations that may be confronted by the Conservancy.

- A. Inside Information:** A conflict or perceived conflict exists when inside information can be used by a covered person either for the purpose of gaining advantage for the covered person, or for any other purpose not specifically approved by Manada Conservancy.
- B. Accepting of Gifts:** A conflict or perceived conflict exists when a covered person accepts from any individual or organization that has an interest in any issue, matter or transaction in which Manada Conservancy also has an interest, any personal gift, benefit, service, loan, discount, concession or other item of more

than nominal value. For the purpose of this document, nominal value shall mean less than \$100.

- C. Employment of Close Relatives:** A conflict or perceived conflict exists when an employee and a close relative will have the same supervisor or manager. Likewise, a conflict or perceived conflict will exist when an employee will be placed in a position where he or she will report either directly or indirectly to a close relative.
- D. Fees for Advisory Services:** A conflict or perceived conflict exists when a covered person provides advisory or consulting services to an individual or organization that has an interest in any issue, matter or transaction in which the Conservancy has an interest.
- E. Outside Work:** A conflict or perceived conflict exists if an employee or Board member engages in any employment or activity outside the Conservancy that:
 - 1. competes with Conservancy business or takes away an opportunity from the Conservancy to do business; or
 - 2. implies Conservancy sponsorship or support of the outside employment or activity that may adversely affect the public image of the Conservancy.

Annual Attestation

Annually, each Director and staff member must attest that they have read, understood, and will comply with this conflict of interest policy.

I have read and agree to abide by Manada Conservancy's Conflict of Interest Policy.

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