Texas State Council

# OPERATIONAL POLICY/ PROCEDURE

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| **Title: Conflict of Interest Policy** | **Number:** |
| **Cross Reference:** | |
| **Approved by:** Texas State Council Board of Directors (BOD) | **Origination Date: 01/22/10** |
| **Revised by:** Bylaws, Policy & Procedure Committee | **Approval Date: 12/2025** |
| | **Revision Date:** 10/04/2020 |

I. **POLICY PURPOSE:**

The purpose of the conflict-of-interest policy is to protect the interests of the Texas State Council as a 501(c)3 organization when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Texas State Council or might result in 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.

**II. POLICY BACKGROUND/DEFINITIONS:**

1. Texas State Council recognizes that its members have significant professional, business and personal interests and relationships. Therefore, Texas State Council has determined that the most appropriate way to address actual, potential, or apparent conflicts of interest is initially through liberal disclosure of any relationship or interest which might be construed as resulting in such a conflict. Disclosure under this Conflict of Interest Policy ("Policy") should not be construed as creating a presumption of impropriety or as automatically precluding someone from participating in a Texas State Council activity or decision-making process. Rather, it reflects Texas State Council's recognition of the many factors that can influence one's judgment, and a desire to make as much information as possible available to other participants in Texas State Council-related matters to allow them to properly weigh/address the interests of others and, as necessary, to implement a plan to properly manage conflicts.
2. In general, any outside activity or direct or indirect financial interest which might, in any way, adversely influence or appear to influence an individual's judgment in the performance of his duties to Texas State Council, involves a possible conflict of interest.
3. Texas State Council recognizes that there are many situations which give rise to a conflict of interest. It intends to approach each case objectively, giving full recognition to all attendant circumstances.
4. Situations in which a conflict of interest would or might arise (and should be reported immediately to Texas State Council) include, but are not limited to, the following:
    a. Involvement with Texas State Council's members, sponsors, vendors, consultants, or insurers.

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b. Misuse of information to which an officer or director has access by reason of his or her position.
c. Interest in or position with a competitor or potential competitor.

## III. PROTOCOL/PROCEDURE:

1. All members of the Board of Directors, committee chairs and vice-chairs, committee members, volunteers, and other individuals involved in a decision-making process on behalf of Texas State Council (collectively, "Covered Persons") are to act at all times solely in the best interest of Texas State Council and to fully disclose any personal, professional or business interests that conflict, potentially conflict or appear to conflict, directly or indirectly, with the affected activity or decision. Conflicting interests may relate to Texas State Council's programs and services (e.g., educational courses) or its operations (e.g., contracts with third parties.)

2. Covered Persons may not use their position for individual advantage or for the advantage of a relative or business associate.

3. Covered Persons are obligated to disclose the positions they hold or relationships they have with other organizations or entities that may conflict, directly or indirectly, with their Texas State Council activities. They must also disclose any significant financial interest in, or other relationship with, an entity having a "commercial interest" in the outcome of the decision. A commercial interest may exist not only where the entity's products or services are under consideration by Texas State Council but also where the entity's products or services are in competition or potential competition with those under consideration. By the disclosure of such interests, other participants will have the opportunity to take potential biases into consideration. In addition, the BOD (or, as applicable, committee members) will be in a better position to determine whether the participant may have an interest in conflict with the interests of Texas State Council that requires further management, beyond mere disclosure.

4. To help assure full disclosure of any actual or potential conflicts of interest, all Covered Persons must comply with this Policy and annually sign and submit a disclosure form (a copy of which is attached hereto) ("Disclosure Statement") (i) acknowledging that he or she is aware of and has read the Policy; and (ii) disclosing the information described above. If, subsequent to any such annual disclosure (but prior to execution of a new annual disclosure form), a Covered Person becomes aware of a relationship required to be so disclosed, such Covered Person shall promptly make the required disclosure by submitting a

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revised Disclosure Statement identifying the organization, business, group, entity, etc. and describing the nature of the relationship.

5. Candidates for state board positions must file a completed Disclosure Statement when formally submitting application for office.

6. Each newly appointed committee chair or vice-chair must complete a Disclosure Statement on an annual basis.

7. The President and President-Elect will review all volunteer disclosure statements in which a conflict is disclosed, and consult with others in confidence as needed and appropriate, to determine whether any conflicts exist and recommend appropriate action to the Board of Directors or committee, as applicable. It is the responsibility of the disinterested members of the board, or as applicable, committee members, to interpret and apply this Policy after taking into consideration the President's recommendation and the advice of legal counsel, if necessary. Inasmuch as the Policy is stated in general terms, the board or its designee(s) should use their best judgment in doing so.

8. All Covered Persons must make a full disclosure of all relevant facts and circumstances whenever a conflict of interest exists or may appear to exist. Persons who fail to disclose a conflict (or potential conflict of interest) in accordance with this Policy may be subject to disciplinary action, including dismissal from office or appointment.

9. The BOD and/or President will review promptly each identified conflict or potential conflict of interest and will seek legal counsel as needed. If disclosure of a conflict would result in the publication of confidential information, the Covered Person may elect to disclose the details of the conflict confidentially to the President. However, such confidential disclosure must allow for publication, at a minimum, of the fact that a conflict exists to the other affected Covered Persons, even if the details are kept confidential. During the review process, any confidential information regarding the potential conflict will be communicated on a need to know basis.

10. The President will report to the BOD in a board meeting any actions recommended to be taken to manage conflicts of interest and a specific agenda item will be included to allow opportunity for discussion and determination of action as indicated.

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11. Disclosure Statements are generally confidential but may be disclosed as necessary to protect the interests of Texas State Council and may not be used by any Texas State Council member for his or her benefit.

**CONFLICT OF INTEREST DISCLOSURE STATEMENT**

Instructions for completing the questionnaire:

1. Read the attached Texas State Council Conflict of Interest Policy before completing the Disclosure Statement.

2. The terms “family relationship” and “immediate family” as used herein, refer to any parent, spouse, domestic partner, or child.

3. If any item is inapplicable, answer “none” or “n/a” as appropriate.

4. After completing the questionnaire, sign, date, and return it to the Texas State Council President.

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## Conflict of Interest Disclosure Statement

### I. NAME AND BACKGROUND INFORMATION

A. Name: _____

Address: _____

Position with Texas State Council: _____

B. I hereby state that I or members of my immediate family have the following affiliations or interests and have taken part in the following transactions that, when considered in conjunction with my position with or relation to the Texas State Council, might possibly constitute a conflict of interest. ☐ None

_____

_____

### II. OUTSIDE INTERESTS

Identify any position held by yourself or a member of your immediate family in any outside concern from which Texas State Council secures goods or services or that provides services competitive with Texas State Council. ☐ None

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### III. INVESTMENTS

List and describe, with respect to yourself or a member of your immediate family, all investments that might be considered a “material financial interest”, as described below:

A. Capital stock, obligations, or a combination of both, of any concern the capital stock or obligation of which are listed on any nationally recognized securities exchange, having an aggregate value in excess of $500,000; or

B. Any interest in any other outside concern, with the exception of the holding of indebtedness; or

C. Holding of indebtedness of any outside concern, other than those mentioned in subparagraph A above, in any amount in excess of $100,000. ☐ None

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## IV. OUTSIDE ACTIVITIES

List any other activities in which you or your immediate family are engaged that might be regarded as constituting a conflict of interest, giving particular attention to activities rendered as a director, manager, consultant or employee of any outside concern that does business with or competes with Texas State Council, and to activities in which it would be possible to disclose or use information relating to Texas State Council for your advantage or of that of a member of your immediate family. ☐ None

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## V. GIFTS, GRATUITIES AND ENTERTAINMENT

List and describe any gifts, gratuities, or entertainment that you or members of your immediate family have received from any person or outside concern that does business, hopes to do business, or competes with Texas State Council. (If you have received such benefits, please approximate their value. Do not list gifts or entertainment of nominal value.) ☐ None

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## ACKNOWLEDGEMENT AND SIGNATURE

I hereby agree to report to the President any changes in the response to each of the foregoing questions which may result from changes in circumstances before completion of my next Conflict of Interest Disclosure Statement.

I have read, understand, and agree to the terms of Texas State Council's Conflict of Interest Policy. To the best of my knowledge and belief, the information reported above is complete and accurate, and I am not aware of any other personal or professional position(s) or interest(s) or activities in which I am, or am about to be, engaged that reasonably may be anticipated to conflict with the interests of Texas State Council.

Signature: _____

Position: _____

Date: _____

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