

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect the interests of the Association for Nepal and Himalayan Studies (ANHS) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee or volunteer of ANHS 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. 1. Interested Person

Any director, officer, employee, volunteer or member of a committee with governing board-delegated powers, who has direct or indirect financial interest, as defined below, is an interested person.

1. 2. 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 ANHS has a transaction or arrangement,
- B. A compensation arrangement with ANHS or with any entity or individual with which ANHS has a transaction or arrangement, or
- C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ANHS is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts, entertainment or favors that are not insubstantial. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or arrangement of ANHS.

Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with an individual who has influence over the activities or finances of ANHS. All such circumstances should be disclosed to the appropriate governing board or committee, and a decision made under Article III as to what course of action ANHS and the individual should take so that the best interests of ANHS are not compromised by the personal interests of stakeholders in ANHS.

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.

Article III Procedures

1. 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. Determining Whether a Conflict of Interest Exists

After disclosure of the financial 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

0. 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.
 1. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 2. After exercising due diligence, the governing board or committee shall determine whether ANHS can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in ANHS's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter in the transaction or arrangement.

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 take appropriate disciplinary and corrective action.

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 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 a conflict of interest was present, and the governing board's or committee's decisions 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 or may receive compensation, including any award of grant or fellowship, directly or indirectly, from ANHS is precluded from voting on matters pertaining to that member's compensation or award of any grant or fellowship.
- B. A voting member of any committee whose jurisdiction includes compensation matters or any award of grant or fellowship and who receives or may receive compensation, including any award of grant or fellowship, directly or indirectly from ANHS is precluded from voting on matters pertaining to that member's compensation or award of grant or fellowship.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters including any award of grant or fellowship, and who receives or may receive compensation or any award of grant or fellowship, directly or indirectly, from ANHS, either individually or collectively, is prohibited from providing information to any committee regarding

compensation or any award of grant or fellowship.

Article VI Confidentiality

Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts. Furthermore, directors, officers, employees and volunteers of ANHS shall not disclose or use information relating to the business of ANHS for their personal profit or advantage or the personal profit or advantage of their family member(s).

Article VII 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 ANHS is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Article VIII Periodic Reviews

To ensure ANHS 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 ANHS'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 IX Use of Outside Experts

When conducting the periodic reviews as provided for in Article VIII, ANHS 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.

Association for Nepal and Himalayan Studies CONFLICT OF INTEREST STATEMENT and disclosure form

Each officer, director, employee or volunteer shall disclose to ANHS any personal interest, which she or he may have in any matter pending before ANHS and shall refrain from participation in any decision on such matter.

Any member of ANHS's Board, any Committee or staff who is an officer, board member, or committee member of any organization, institution or agency with which ANHS has a financial arrangement or a potential financial arrangement shall identify his or her affiliation with such organization, institution or agency: further, in connection with governing board action specifically directed to that organization, institution or agency, she or he shall not participate in the decision affecting the agency and the decision must be made and/or ratified by the full Board.

Any member of ANHS's Board, any Committee, Staff member shall refrain from obtaining any list of ANHS's members or clients for personal or private solicitation purposed at any time during the tenure of their affiliation.

At this time, I am a Board member, an officer, a committee member, employee, consultant or volunteer of the following organizations, or have a relationship, transaction or circumstances that I believe could contribute to a conflict of interest between ANHS and my personal interests, financial or otherwise:

 x *I have no conflict of interest to report.*

 I have the following conflict of interest to report:

- a. 1. _____
- b. 2. _____
- c. 3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed and agree to abide by the Policy of Conflict of Interest of ANHS.

Signature:



Printed Name: Jana Fortier

Date: 08/04/2018