



Conflict of Interest Policy

Policy G-203

Category: Governance

Updated: December 2022

Purpose

The intent of this disclosure is to avoid, through discussion and group decision, any potential or perceived conflicts of interest that could result in personal gain, whether direct or indirect, for the employee or board member. This document provides guidance for establishing formal and informal affiliations and relationships between interested persons at CSC with each other and other organizations, disclosing relationships and any potential or perceived conflicts of interest. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable corporations.

Duties and Responsibilities

Board members, leadership field employees and U.S. employees will complete a disclosure annually to address any potential or perceived conflicts, in addition to volunteering information about relationships as applicable throughout the year.

Potential or perceived conflicts include but are not limited to:

- Personal or professional relationships with any vendors or third parties who are providing services to CSC
- Personal or familial relationships with individuals in leadership positions at CSC
- Volunteer or compensated involvement with non-profits or other related organizations
- A potential financial gain, indirect financial gain, non-direct financial gain or conflict of loyalty

Addressing the Conflict of Interest

The Executive Committee will review all disclosed items annually to determine what action, if any, is required. The Board Chair shall, if appropriate, appoint an individual or committee to investigate. After exercising due diligence, the Executive Committee shall determine whether CSC 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. If a more advantageous transaction or arrangement is not reasonably possible under circumstances, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in CSC's best interest, for its own benefit, and whether it is fair and reasonable.

The following protocols will be followed:

- Board members with any type of potential or perceived conflict shall abstain from discussions and voting in matters in which there is a conflict. This might include being absent from part or all of a board meeting.

- If there is a potential or perceived conflict with a board member or employee and a CSC vendor, CSC will gain at least three other bids, at the start of a contract or every three years for on-going vendor relationships, from alternate vendors to ensure the pricing is fair. The Board Chair will review and approve continued contracts with the current vendors.
- All leadership employees and board members have a responsibility to raise a concern for a potential or perceived conflict with another board member or employee if one is not disclosed. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the Board Chair shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. Conflicts that cannot be resolved may lead to board member removal.

Change Control Process

The terms and conditions of this policy may be amended by the affirmative vote of a majority of the Board in attendance at any regular or special meeting or electronically.

Conflict of Interest Annual Disclosure

I certify that I:

HAVE the following personal or professional relationships with vendors or third parties who are currently providing services to CSC

DO NOT HAVE any personal or professional relationships with vendors or third parties who are providing services to CSC

Business/Vendor	Nature of Relationship

HAVE personal or familial relationships with individuals in leadership positions at CSC

DO NOT HAVE any personal or familial relationships with individuals in leadership positions at CSC

CSC Employee	Nature of Relationship

HAVE volunteer or compensated involvement with other non-profits or related organizations

DO NOT HAVE any volunteer or compensated involvement with other non-profits or related organizations

Non-Profit/Organization	Nature of Relationship

Please list any other *possible or perceived conflict, potential financial or indirect financial gain, non-direct financial gain* from a donor or board member or *conflict of loyalty* or other comments:

Printed Name

Signature

Date