

Iowa Cancer Consortium Conflict of Interest Policy

Effective Date: February 1, 2009

Reviewed/Renewed by Board of Directors: February 20, 2018

I. Purpose

i. The purpose of the conflict of interest policy is to protect the interests of **Iowa Consortium for Comprehensive Cancer Control** (the "Organization") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a trustee, director, or an officer of the Organization 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 organization.

II. Definitions

i. Interested Person. Any trustee, director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

ii. 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 the Organization has a transaction or arrangement, (b) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a Financial Interest may have a conflict of interest only if the board of directors or a committee thereof (the "Board") decides that a conflict of interest exists.

III. Procedures

i. Duty to Disclose Financial Interest. An Interested Person must disclose the existence of a Financial Interest to the Board. Prior to the Board determining whether a conflict of interest exists, the Interested Person shall be given the opportunity to disclose all material facts to the Board.

ii. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any further discussion with the Interested Person, the Interested Person shall leave the meeting of the Board while the determination of the presence of a conflict of interest is discussed and voted upon.

iii. Addressing a Conflict of Interest.

- a. Further Disclosure. An Interested Person may make a presentation at the meeting where the conflict of interest will be addressed by the Board; however, the Interested Person shall leave the meeting while the Board discusses the transaction or arrangement.

- b. Potential Alternatives. The Board shall, if appropriate, appoint a committee or a disinterested person to investigate potential alternatives to the proposed transaction or arrangement and, following such investigation, to report any potential alternatives to the Board. After exercising due diligence, the Board shall determine whether the Organization 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.
- c. Fairness. If the potential alternatives are no more advantageous to the Organization, or if there are no potential alternatives to the transaction or arrangement that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the Organization's best interest and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

iv. Violations of the Conflicts of Interest Policy. If the Board has reasonable cause to believe a member has failed to disclose an actual or possible conflict 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. If, after hearing a member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

IV. Records of Proceedings

i. Board Minutes. The minutes of the Board 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 Board's decision as to whether a conflict of interest in fact existed, and (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.

V. Compensation

i. Board Members. A voting member of the Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. Such member may provide information to the Board regarding compensation.

ii. Compensation Committee. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. Such member may provide information to the committee regarding compensation.

VI. Compliance Reviews

i. Annual Statements. Each trustee, director, principal, officer and member of a committee 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 the Organization 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.

ii. Periodic Reviews. To ensure the Organization 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. Compensation Arrangements. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Business Interests. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organizations' 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.
- c. Outside Sources. When conducting the periodic reviews as provided for in this Section, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

I, _____ have received a copy of the Conflict of Interest Policy and have read and understand the policy. I agree to comply with the policy. I understand the Iowa Consortium for Comprehensive Cancer Control 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.

(please print)

Do you have a direct or indirect Financial Interest as defined by Article II 2.2, which may or may not be a conflict of interest?

No. (Please sign and date.)

Yes. (Please describe below.)

What is the nature of the financial interest?

Board Member Signature: _____ **Date:** _____