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FEEDING
AMERICA
A member of

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Statement of Policy and Procedures Concerning Conflicts of Interest

To all directors, officers and employees of Foodshare, Inc. (“Foodshare”):

I. REASON FOR POLICY

Foodshare is a not-for-profit corporation, whose continued success in fulfilling its mission depends on public trust, and the unquestioned integrity of its operations in the eyes of everyone including the government, tax authorities, donors, the media and the public.

II. STATEMENT OF POLICY

In order to maintain Foodshare’s reputation and integrity, it is the responsibility of every director, officer and employee to avoid conflicts of interest, or situations that create even the appearance of a conflict of interest. Foodshare expects all directors, officers and employees to exercise sound judgment and to preserve objectivity in business decision-making. Business decisions should be made with Foodshare’s best interests in mind, on the basis of quality, service, price and other competitive factors and without the influence of personal bias or conflicting interests.

No director, officer or employee shall participate in making any decision or participate in any activity if such decision or activity involves a direct or indirect conflict of interest for such person, except in accordance with the guidelines set forth in Section VII below. If any director, officer, or employee has a conflict of interest, he or she immediately must disclose the conflict of interest pursuant to Section VII below.

A conflict of interest exists when a personal or professional interest of a director, officer or employee is adverse to, or may appear to be adverse to, the interests of Foodshare.

III. PERSONS AND ENTITIES WITH WHOM CONFLICTS MAY ARISE

A conflict of interest may arise between a Foodshare director, officer or employee and:

- A. Persons or firms supplying goods and services to Foodshare;
- B. Persons or firms from whom Foodshare leases property and equipment;
- C. Persons or firms with whom Foodshare is dealing or planning to deal in connection with the donation, purchase or sale of real or personal property;

- D. Member agencies or other social services providers;
- E. Donors or others giving support to Foodshare, and
- F. Agencies, organizations or associations that affect the operations of Foodshare.

IV. EXAMPLES OF SITUATIONS IN WHICH A CONFLICT OF INTEREST MAY ARISE

A conflict of interest may arise when a Foodshare director, officer or employee:

- A. Owns stock or other proprietary interests in an entity listed under Section III;
- B. Holds debt of, or debt instruments issued by, a person or an entity listed under Section III;
- C. Holds office of, serves as a director of, participates in management of, or is otherwise employed (or formerly employed) by a person or entity listed under Section III;
- D. Accepts remuneration for services with respect to individual transactions involving a person or entity listed under Section III;
- E. Accepts any personal benefit, gift, discount, remuneration, loan or entertainment (each a "Gift") from a person or entity listed under Section III except Gifts of nominal value (not to exceed \$50.00), or which are social invitations that are considered customary, reasonable and proper under the business circumstances (such as a business meal) all of which shall be reported by the person receiving the Gift to Foodshare's President. If such person is a director or the President, the report shall be made to the chairperson of the board of directors, unless such person is the chairperson of the board of directors, in which case the report shall be made to the chairperson-elect of the board of directors. Notwithstanding the foregoing, every director, officer and employee must decline:
 - i. anything offered as a "quid pro quo" (as part of an agreement to do, or not to do, anything in return for the gift);
 - ii. any gift of cash or cash equivalents (such as loans, stock, stock options, and similar securities); and
 - iii. any gift that would cause the person or party offering the gift to violate any law, rule, regulation, or specific ethical standards of their own employer.
- F. Owns or obtains an interest in real or personal property, or in any entity that owns or obtains an interest in real or personal property, that Foodshare is considering buying or leasing; and
- G. Expends time during normal business hours for personal affairs or for other organizations, civic or otherwise, to the detriment of work performance. (This Section IV.G. does NOT apply to directors).

V. INDIRECT INTERESTS

As noted in Section II, a conflict of interest may be direct or indirect. A Foodshare director, officer or employee will be considered to have an indirect interest in an entity or a transaction if any of the following have an interest in the entity or transaction:

- A. An “immediate family member” of a Foodshare director, officer or employee. The term “immediate family member” as used in this policy, includes a person’s spouse, parents, children, siblings, mother-in-law, father-in-law, sons-in-law, daughters-in-law, and anyone who shares such person’s home;
- B. An estate or trust of which the Foodshare director, officer or employee or immediate member of his or her family is a beneficiary, personal representative or trustee, and
- C. An organization of which an immediate family member of the Foodshare director, officer or employee is a director, officer or employee, or in which such immediate family member has a stock interest or other proprietary interest.

VI. HOW STATEMENT OF POLICY SHOULD BE INTERPRETED

The persons and entities with whom conflicts of interest may arise as listed in Section III, and the situations that may give rise to a conflict of interest as listed in Section IV, are given as examples only. They are not exhaustive. Conceivably, conflicts of interest may arise involving other persons or situations. If there is any question whether a conflict of interest may exist, it is the duty of the person to whose attention such question comes to disclose the matter in accordance with Section VII below.

The fact that one of the interests described in Section III exists does not necessarily mean that an actual conflict of interest exists, or that the actual conflict of interest, if it exists, is material enough to be of practical importance. However, it is Foodshare’s policy that the existence of any one or more of the interests described in Section III shall be disclosed before any transaction is consummated as set forth in Section VII below.

It shall be a continuing responsibility of Foodshare’s directors, officers and employees to scrutinize all of their transactions for conflicts of interest and to make such disclosures as are required by this policy.

VII. PROCEDURE FOR REPORTING AND ADDRESSING CONFLICTS OF INTEREST

This statement of policy shall be reviewed and the attached certificate shall be signed by each director, officer and employee of Foodshare and delivered to the President (by employees and officers other than the President) and the chairperson of the board of directors (by the President and all directors other than the chairperson who shall deliver his or her signed certificate to the chairperson-elect):

1. upon joining Foodshare or becoming a director, or officer of Foodshare;
2. thereafter annually; and

3. upon learning of a conflict of interest not previously disclosed.

Before entering into a transaction involving a conflict of interest, all officers and employees (other than the President) shall disclose in writing on the attached form to the President (who in turn shall provide copies of such disclosures to the members of the Executive Committee of the Board) interests that may constitute or lead to conflicts of interest. The President shall determine whether the contemplated transaction is fair, reasonable, and in the best interest of Foodshare. If the President determines that the transaction is fair, reasonable and in the best interest of Foodshare, the President may authorize the transaction. If such conflict of interest involves the President, then the President shall disclose such conflict of interest to the chairperson of the board of directors who shall rule on the matter.

If a director has a conflict of interest, such director shall disclose the conflict of interest to the chairperson of the board of directors or the chairperson of the committee or subcommittee of the board of directors before which a potential transaction involving the conflict of interest has come (the board of directors, a committee or a subcommittee of the board of directors, as appropriate, may hereinafter be referred to as "Relevant Body"). If the director having the conflict of interest is the chairperson of the Relevant Body, then such director shall disclose the conflict of interest to the chairperson of the board of directors, unless such director is the chairperson of the board of directors, in which case, the chairperson shall disclose the conflict of interest to the chairperson-elect of the board of directors. Once a disclosure is made, the Relevant Body shall discuss the material facts with the interested director, excuse the interested director from the Relevant Body's discussion of, and decision-making with respect to, the potential transaction. The Relevant Body may authorize a transaction by majority vote of the disinterested directors if such disinterested directors have determined that the transaction is fair, reasonable and in the best interest of Foodshare.

Any director having a conflict of interest on any matter shall neither vote nor use his or her personal influence on the matter but shall be counted in determining the existence of a quorum for any board, or board committee meeting. The minutes of such meeting shall reflect such disclosures and such abstention from voting.