



HEALTHCARE
FOUNDATION
NORTHERN SONOMA COUNTY

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Conflict of Interest Policy

Members of the Board of Directors of the Healthcare Foundation Northern Sonoma County, officers, volunteers and key employees each have an affirmative obligation to act at all times in the best interests of the Healthcare Foundation Northern Sonoma County. This policy serves to define the term “conflict of interest,” to assist members of the Board, officers, volunteers and key employees in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of the Healthcare Foundation Northern Sonoma County whenever possible. (Collectively, this policy will refer to directors, officers, and key employees as “Covered Officials.”)

Fiduciary duty. Each Covered Official has a fiduciary duty to conduct himself or herself without conflict to the interests of Healthcare Foundation Northern Sonoma County. When acting within his or her capacity as a Covered Official, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of the Healthcare Foundation Northern Sonoma County

Conflict of interest defined. A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Covered Official’s obligations to the Healthcare Foundation Northern Sonoma County and his or her personal, business, or other volunteer interests.

Disclosure. The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to the Healthcare Foundation Northern Sonoma County. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered official shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.

Process and remedy. The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of the Healthcare Foundation Northern Sonoma County. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in such determination once the potential conflict is disclosed. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board or other Healthcare Foundation Northern Sonoma County body.

Delegation. The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to the Healthcare Foundation Northern Sonoma County Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

Annual disclosure process. On an annual basis, each member of the Healthcare Foundation Northern Sonoma County Board of Directors shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form.

No Volunteer, board member, officer or employee shall:

- a. Authorize the use of or use for the benefit or advantage of any person, the name, emblem, endorsement, services, or property of the Healthcare Foundation Northern Sonoma County, except in conformance with Foundation policy.
- b. Accept or seek on behalf of any person, any financial advantage or gain of other than nominal value offered as a result of the board members affiliation with the Healthcare Foundation Northern Sonoma County.
- c. Publicly use any Healthcare Foundation Northern Sonoma County affiliation in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the official position of the Healthcare Foundation Northern Sonoma County.
- d. Disclose or use any confidential Healthcare Foundation Northern Sonoma County information that is available solely as a result of the board members affiliation with the Healthcare Foundation Northern Sonoma County to any person not authorized to receive such information or use to the disadvantage of the Healthcare Foundation Northern Sonoma County any such confidential information, without the express authorization of the Healthcare Foundation Northern Sonoma County. Information about the foundation's donors gifts or pledges is always deemed confidential and should not be shared with anyone not affiliated as a board or staff member.
- e. Knowingly take any action or make any statement intended to influence the conduct of the Healthcare Foundation Northern Sonoma County in such a way as to confer any financial benefit on any person, corporation, or entity in which the individual has a significant interest or affiliation.
- f. Operate or act in any manner that is contrary to the best interests of the Healthcare Foundation Northern Sonoma County.
- g. Operate or act in a manner that creates a conflict with the interests of the Healthcare Foundation Northern Sonoma County and any organization in which the individual has a personal, business, or financial interest. The individual shall disclose such conflict of interest to the Healthcare Foundation Northern Sonoma County chair of the appropriate governing board, the appropriate Chief Executive Officer, or the General Counsel, as applicable, upon becoming aware of it. Where required, the individual shall absent him or herself during deliberations, and shall refrain from participating in any decisions or voting in connection with the matter.