



Mississippi Madawaska Land Trust

Conflict of Interest Policy

Approved by Resolution of the Board June 23, 2021

- a) **The purpose of this policy is to:**
 - a) Define conflict of interest (“conflict”) in the context of the business of MMLT
 - b) Provide examples of a conflict
 - c) Describe MMLT’s procedures for preventing or managing a conflict

- 2) **A conflict occurs when a party (e.g., board director, staff member, volunteer), in the course of discharging their MMLT-related duties, takes or refrains from taking an action that directly or indirectly benefits the party or any person with whom the party does not deal with at arm’s length.**

- 3) **A person with whom a party does not deal at arm’s length includes, but is not limited to:**
 - a) A spouse, partner, sibling, sibling’s immediate family member, parent, grandparent, grandchild, or an extended family member residing in the same household as the party
 - b) A close friend, business associate, or employer of the party
 - c) A corporation in which the party, or any person referred to in 3a or 3b, has a controlling interest or is a director or officer

- 4) **Examples of potential conflict of interest:**
 - a) In discharging his/her MMLT duties, a director accepts from an MMLT contractor a sum of cash for personal use or gain
 - b) A director’s nephew owns a company which sells supplies to MMLT
 - c) A staff member participates in a hiring committee for an MMLT position for which the member’s daughter is a candidate
 - d) A volunteer gives preferential access to a family friend to attend an MMLT event
 - e) A director has an ownership interest in a property that the board is considering accepting a donation of or conservation easement over
 - f) MMLT is considering contracting a director’s relative to carry out work on a property over which MMLT holds an easement
 - g) A director is also a director, staff member, or volunteer with another organization, and that organization and MMLT are in competition for the same grant or funding

Procedures for preventing or managing an actual or perceived conflict

- 5) Parties shall make reasonable effort to prevent situations which may give rise to an actual or perceived conflict.
- 6) If there is doubt whether a matter constitutes a conflict, the matter shall be treated as if it does.
- 7) The board may, at its discretion, seek independent assessment as to whether a conflict may exist, and/or how a conflict should be addressed.
- 8) When a party becomes aware of an actual or potential conflict, the party shall at the earliest opportunity disclose it as follows:
 - a) A director (if applicable) shall disclose it to the board at or before the next meeting of the board, or at or before the next meeting of a board committee, if the business relating to the conflict is on the agenda of a meeting of that committee
 - b) A staff member or volunteer (if applicable) shall disclose it to the president who, in turn, shall disclose it to the board
- 9) A director who believes another party is in a conflict shall report it to the president as soon as possible, and the president shall report the matter to the board. If the president fails to report the matter to the board in a timely way, the director who raised the matter may report it to the board prior to or at a board meeting.
- 10) Board and committee meetings shall include a standing agenda item requiring disclosure of those present of any conflict.
- 11) When at a board or committee meeting a party discloses an actual or perceived conflict, the secretary shall record in the minutes that a disclosure was made, and shall also record the action(s) in response, if any, that were approved by the board or committee.
- 12) The secretary shall maintain a conflict of interest log of disclosures of conflict, and the log shall be annually reviewed by the board.
- 13) When an actual or perceived conflict has been disclosed to the board, direction or action as a result of the disclosure shall be made or taken by the board.
- 14) When a party is in actual or perceived conflict, the party shall not, without prior approval of the board, take action that might influence action by MMLT pursuant to the matter. This shall include that the party shall refrain from communicating with individual board members about the matter, whether that communication would be by phone, text, email, in-person etc.
- 15) A party in a confirmed or perceived conflict shall recuse from participating in discussions or decisions concerning the agenda item which gives rise to the conflict, and shall withdraw from the room during the discussion.

- a) The board or a board committee may, at its discretion, allow the party to be present for the purpose of answering questions relating to the conflict.
- 16) The board shall review, at least annually, any matter involving an ongoing, actual, or perceived conflict to ensure that the direction or action on that matter remains appropriate.
- 17) Each party, upon joining MMLT (as a member of the Board, as staff, or as a senior volunteer), shall certify that they have read, understand, and agree to comply with this policy.
- 18) When deemed appropriate by the board, contracts with contractors shall include a requirement to disclose any actual or perceived conflict.
- 19) A director who contravenes this policy shall, by the board, be given reasonable opportunity to explain themselves and to correct the violation. Should correction not be forthcoming within a reasonable period of time, the Board may, by resolution, remove the director from the board.
- 20) The board may, at its discretion, terminate, without notice or pay in lieu of notice in excess of the statutory minimum requirement, the employment of a staff member who has been found by the board to have contravened this policy.
- 21) The board may, at its discretion and without notice, terminate an MMLT volunteer who has been found by the board to have contravened this policy.