Conflict of Interest Policy, adopted 4/28/2010

All Rattlesnake Gutter Trust Board members shall receive a copy of this policy at the beginning of their term, and, if necessary, the policy shall be explained for their benefit. Volunteers shall receive a copy of this policy on an as needed basis.

**Definition:**

 Rattlesnake Gutter Trust (RGT) board members, officers, and volunteers hold their positions for the benefit of the public and must always be conscious of public scrutiny and public perception.

 The appearance of a conflict of interest, or an actual conflict of interest, can arise in situations in which a duty to act in the public interest conflicts with an individual’s opportunity to advance his or her own interest, or that of a family member, close friend, business associate, or other insider.

 An individual who perceives the likelihood of serious conflicts between a duty to serve the public benefit and that person’s individual interests should not serve on the board or staff, both for legal reasons and to preserve the land trust’s credibility.

**Fiduciary Duty:**

 All board members and officers have a duty of fiduciary responsibility to RGT. Such fiduciary duty includes a duty to always serve the best interests of RGT, and to avoid actions that may subject RGT to legal liability or public criticism.

A board member who believes his/her participation in an RGT action would result in a conflict of interests should not vote or participate in that action, and generally should recuse himself/herself from discussion on the issue, other than to provide objective information.

 This includes, but is not limited to, all instances where a board member or members of his or her immediate family hold a real property interest or financial interest in a property that is the subject of a proposed RGT action.

**Duty to Disclose:**

 **Board Member Disclosure to Board:** In any situation where there is potential for an actual or apparent conflict of interest, a board member has a duty to immediately disclose the situation to the board.

 This includes, but is not limited to, all instances where a board member or a member of his or her immediate family holds a real property interest or financial interest in a property that is a legal abutter to the subject of a proposed RGT action.

 The board may determine on a case-by-case basis whether an actual or apparent conflict of interest precludes the board member from participation in the action.

 If a simple majority of the disinterested board members present at any meeting where a quorum is present determines that an actual or apparent conflict should preclude an individual from participation in an action, the conflicted board member must abstain from discussion and voting on the issue, other than to provide objective information.

 In making such determination, the disinterested members of the board must exercise their normal fiduciary duty of care to RGT.

 **Rattlesnake Gutter Trust Disclosure to Other Parties:** In addition to RGT disclosure, the Rattlesnake Gutter Trust must be aware that public credibility is instrumental for the organization’s longevity.

 Thus, in all cases where a conflict of interest has been formally discussed in a Board meeting, RGT has a duty to disclose the fact and outcome of such discussion to all parties to the transaction.

**Specific Conflicts to be aware of:**

In particular, Board members must understand the following conflict of interest concepts:

1. **Self-Dealing:** Any situation where a board or staff member or any of their family members, close friends or business associates *may appear* to financially benefit from an action taken by RGT;
2. **Opposing Loyalties:** Any situation where a board or staff member has *opposing or competing loyalties* due to other business or personal relationships;
3. **Loss of Public Credibility:** Any situation where a board or staff member’s actions in professional or personal roles not associated with RGT may cause discomfort or loss of public credibility for RGT.

**Leave and Removal from the Board:**

If the board determines that a board member has violated this policy, the board may remove that individual from the RGT Board of Trustees