



**HANDS &
VOICES™**
(adopted Fall 2009)

HANDS & VOICES CONFLICT OF INTEREST POLICY

The nature of our mission and the credibility of our function require Hands & Voices to impose a strict professional and moral imperative to anyone representing this organization to uphold our philosophy and guiding principles. Therefore, any duly authorized or affiliated individual, chapter, and/or provisional start-up group who represents H&V in an official capacity is subject to this Policy statement regarding conflict of interest.

We, the directors of the national organization of Hands & Voices, resolve that any member of a chapter Board of Directors (BOD), advisory board, staff, parent/professional leadership, or committee are individuals of influence and therefore subject to this Policy; None shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement and/or other real or perceived non-monetary gain as determined by this policy regarding the matter being discussed. An individual may be asked by the board to give a presentation regarding the matter, prior to discussion and voting according to IRS approved practice to wit:

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee 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.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, 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.

CONFLICTS OF PERSONAL IDEOLOGICAL INTEREST

Real or perceived conflicts of interest associated with any individual of influence relative to his/her ideology, personal belief system and/or bias are also subject to this policy. These include non-monetary and in-kind values including but not limited to the promotion of an individual's ideology, personal belief system and/or bias relative to the matter in question or "issue".

When such a real or potential situation presents itself, including documented concerns or complaints from constituents and stakeholders whether formal* or informal, the aforementioned Procedures for Addressing the Conflict of Interest (a.k.a. Proceedings) must be followed in spirit and relevance (i.e., "transaction" could be substituted for "issue" in this section).

If this individual of influence does not voluntarily submit or concede his/her potential conflict, it weighs on the chapter BOD, advisory board if relevant, and/or the national BOD when necessary to point this out and to excuse this individual from the meeting and Proceedings (except where his/her participation is called for) until they are over. The president and/or executive director of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

If the interested party is the president or executive director, then a quorum of the board of directors is vested with authority over the Proceedings. If a quorum does not exist, then the national Hands & Voices BOD or its assigns is vested with authority over the Proceedings.

The chapter board of directors must make a determination if the potential or real conflict of interest has had a substantive impact on the reputation, mission, function, and/or intention of Hands & Voices and submit documentation of their situation and a proposed Resolution to the national organization of Hands & Voices which reserves the right approve or disapprove same and/or to intervene as it sees fit.

CHAPTER CONFLICTS OF INTEREST

Chapters as a whole organization, whether approved or provisional in status, are also subject to this Policy and Proceedings under the pervue and governance of the national organization of Hands & Voices Board of Directors (or its assigns) which has authority to enact Resolution over the issue(s).

*See Hands & Voices Organization Manual “Conflict Management Policy” re: formal complaints.