



POLICY ON CONFLICT OF INTEREST

Many directors, officers, and employees of the Massachusetts Audubon Society are engaged in a variety of civic and business pursuits. For example, many members of the Board also serve other environmental organizations in volunteer and professional capacities. The Board and Mass Audubon as a whole benefit substantially from the many perspectives brought to the Board and staff by those working, volunteering, or otherwise making commitments in these diverse fields. However, it is important to ensure that any conflicts of interest, real or perceived, between Mass Audubon's best interests and those of its directors', officers' and employees' other pursuits are disclosed as the Board and employees perform their duties and as the Board governs Mass Audubon. Directors, officers, and employees must ensure that they are, and are understood to be, strictly acting for what is best for Mass Audubon.

In order to avoid any potential conflicts of interest, Mass Audubon has therefore adopted the following policy:

Directors, officers, and employees are expected to act at all times in the best interest of Mass Audubon, regardless of their personal profit or loss or that of a family member or business associate. In addition, directors, officers, and employees are expected to keep all Mass Audubon business confidential and not to use their Mass Audubon affiliation in any inappropriate manner.

In order to implement this policy, Mass Audubon has developed the following procedures:

1. Each director, officer, and senior employee (i.e. department or regional director or vice president) will be asked at the beginning of each fiscal year to complete a questionnaire detailing potential conflicts of interest, based on employment, business, or civic affiliations or other activities. Candidates for the Board of Directors and newly hired senior employees will also be asked to complete the questionnaire.
2. These questionnaires will be reviewed by the Chair of the Board of Directors who will report to the Executive Committee. The questionnaire of the Chair will be submitted for review to the Treasurer who will report to the Executive Committee. The questionnaires will be on file at Mass Audubon's headquarters and will be available for review by any interested director or officer.
3. At the beginning of a Board or Board committee discussion of any issue in which a director, officer or employee, a close family member of a director, officer or employee or another organization in which they hold a position of power may have an interest, the director, officer or employee will be required to disclose that interest and abstain from voting. The director, officer or employee shall leave the room while the discussion of this issue and the voting is taking place.

Directors and officers should be aware that any "related party transactions," i.e. transactions between Mass Audubon and a director or officer, close family member, or entity controlled, owned or managed by a director, officer, or close family member, must by law be reported on Mass Audubon's annual filing with the Attorney General's Office, Non-Profit Organizations/Public Charities Division. In addition, such transactions must also be reported on Mass Audubon's annual federal tax return required of all charitable organizations. Both of these returns are available on-line for public inspection.

Nothing in this policy should be construed to restrict the ability of Mass Audubon to select those directors, officers and employees that it deems to be best qualified. Similarly, nothing in this policy should be construed as an attempt to restrict directors, officers or employees from active involvement in all activities of Mass Audubon or from serving their community through other civic activities and professional activities.

Please note that for purposes of this policy a "close family member" is defined to include spouse, parents, children, siblings, brothers- and sisters-in-law, sons- and daughters-in-law, parents-in-law and grandchildren and grandparents. The breadth of this definition is due to the regulations of the various governmental entities with oversight authority over Mass Audubon.