

AP-1000 Leadership

AP-1040 BOARD OF DIRECTORS: CONFLICT OF INTEREST

Share Your Care, Inc., in accordance with the purpose and intent of the Board of Directors, is required to have on file in the Share Your Care office a current, signed "Individual Conflict of Interest Statement" from all members of the Board of Directors.

A conflict of interest exists where a Board member of Share Your Care, Inc., also has a fiduciary relationship (such as that of owner, officer or director) with another entity that deals with this organization on potentially adversarial basis. This situation puts the Board member in the intolerable and humanly impossible position of having two sets of conflicting fiduciary duties.

A conflict of interest can also be considered to exist, in any instance where the actions or activities of an individual on behalf of the organization involve the obtaining of an improper gain or advantage, or an adverse effect on the organization's interests. Although it is impossible to list every circumstance giving rise to a possible conflict of interest, the following will serve as a guide to the types of activities that might cause conflicts and that should be fully reported to the organization.

1. **Outside Interests:**

To hold, directly or indirectly, a position or material financial interests in any outside concern from which the individual has reason to believe the organization secures goods or services (including the services of buying or selling stocks, bonds, or other securities), or that provides services competitive with the organization.

To compete, directly or indirectly, with the organization in the purchase or sale of property or property rights, interests, or services.

2. **Outside Activities:**

To render directive, managerial, or consultative services to any outside concern that does business with, or competes with the services of the organization, or to render other services in competition with the organization.

3. **Gifts, Gratuities and Entertainment:**

To accept gifts, excessive entertainment, or other favors from any outside concern that does, or is seeking to do, business with, or is a competitor of, the organization -- under circumstances from which it might be inferred that such action was intended to influence or possibly would influence the individual in the performance of his duties.

This does not include the acceptance of items of nominal or minor value that are clearly tokens of respect or friendship and not related to any particular transaction or activity of the organization.

4. **Inside Information:**

To disclose or use information relating to the organization's business for the personal profit or advantage of the individual or his/her immediate family.



OPERATIONS MANUAL

AP-1040 BOD: CONFLICT OF INTEREST

Revised 02/26/2021

GUIDELINES:

Each member of the Board of Directors shall sign the Individual Conflict of Interest Statement upon appointment or reappointment to the Board of Directors.

Full disclosure of any situation in doubt should be made so as to permit an impartial and objective determination. It should be particularly noted that disclosure relates not only to oneself but also to one's immediate family.

The procedure outlined below should be followed when a duality or conflict of interest arises at a Board meeting:

A duality or possible conflict of interest on the part of a Board of Directors member should be disclosed to the other Board members and made a matter of record, when the interest involves a matter of Board action.

The Board member should briefly state his position in the matter and be willing to answer pertinent questions of the other Board members since his knowledge may be of great assistance.

A member of the Board of Directors having a duality or a possible conflict of interest on any matter should refrain from voting, and should not be counted in determining the quorum for the meeting, even where permitted by law. The minutes of the meeting should reflect that a disclosure was made, the abstention from voting, and the quorum situation.