



## **CONFLICT OF INTEREST POLICY**

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### **Statement**

Charity Navigator (CN) believes that effective governance and operation depend on decision making by its Board of Directors and staff members which are unbiased and appears unbiased. CN recognizes that directors and staff have financial and personal interests unrelated to the organization. However, conflicts of interest or the appearance of conflicts may occasionally arise. Whether or not self-dealing results from a conflict of interest, the existence of a conflict or potential conflict must be disclosed to protect CN and the individual concerned. In order to avoid impermissible conflict between the personal interest of a director or staff member, the Board of Directors of CN have adopted the following policies regarding conflicts of interest.

### **Conflict of Interest**

A conflict of interest may exist when a director, employee or member of his or her immediate family has a financial interest in a decision made by or on behalf of CN or when affiliations or other conflicts of loyalties of a director or employee, with or without having any financial interests, may lead to or suggest influence in a decision by or on behalf of CN.

### **Policy**

It is the policy of CN that no director or employee shall derive any personal profit, benefit or gain, directly or indirectly, by reason of his or her directorship or employment by CN, except as specifically authorized by the Board of Directors.

Each director and staff member (as defined below) shall disclose to the Board of Directors any personal interest or possible conflict of interest which he or she, or members of his or her immediate family, may have in any matter pending before the Board of Directors or any action taken or to be taken by or on behalf of CN.

Each individual covered by this policy agrees that such individual will not knowingly participate in any decision by or on behalf of CN that materially benefits such individual, a member of such individual's immediate family, or any entity or other organization with which such individual has a formal relationship (regardless as to whether the organization in question is for profit or nonprofit), except as authorized by the Board of Directors.

### **Disclosure Statement**

A conflict of interest disclosure statement in the form (annexed) shall be furnished annually by each director and covered employee disclosing any anticipated or possible conflict situations. Covered employees shall be senior employees, and other employees who have a decision making role in hiring or contracting any other employee whom the President determines should be covered employee. Each new director or covered employee shall be advised of the policy and furnished a disclosure statement upon undertaking the duties of such position.



### **Implementation and Voting**

When any conflict of interest is involved in a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board and said director shall not vote on the matter.

Moreover, the person having the conflict shall retire from the meeting of the Board of Directors and may not participate in the final deliberation or decision regarding the matter under consideration. However, the person may provide the Board with any and all relevant information before retiring.

The minutes of the meeting shall reflect the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote, and did not vote. When there is a doubt as to whether or not a conflict exists, the matter shall be resolved by a vote of the Board, excluding the person whose situation will be discussed.

When any conflict of interest may be involved in a matter involving an employee, such employee shall notify the President of CN, which shall constitute notice to the Board of Directors, and if the conflicted person is the President, he/she shall notify the Board Chair.

### **Definition**

Members of the immediate family shall mean spouse, descendants and spouses of descendants, ancestors, siblings and siblings-in-law.



## **CONFLICT OF INTEREST POLICY DISCLOSURE STATEMENT**

To: President & CEO, Charity Navigator

I have reviewed the Charity Navigator Conflict of Interest Policy statement and advise as follows:

- During my term of service as Board member or employee, I agree to disclose to the Board of Directors any personal interest I or members of my immediate family may have in any matter pending before the Board or in any action taken or to be taken on behalf of Charity Navigator.
- The following is a list of companies and/or organizations in which I have an interest, which will or may be expected to engage in transactions with CN.
- Included below are my current nonprofit affiliations. In the event CN evaluates a charity (or charities) with which I am affiliated, I will recuse myself from any Board level conversation and decision making regarding the charity (or charities).

<b>Company/Organization</b>	<b>Title/Affiliation</b>

\_\_\_\_\_  
(Print) Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date