

Resolve New England Statement of Policy and Procedures Concerning Conflicts of Interest

Members of the Board of Directors (collectively the “Board” and individually “Director”), Board Standing Committee Members, and employees of Resolve New England, Inc., (hereinafter “RNE”) have a duty to act in good faith and in a manner that they reasonably believe to be in RNE’s best interests. They may not use their positions for their own financial or personal benefit. As a nonprofit, charitable organization, RNE is accountable to both government agencies and members of the public for responsible and proper use of its resources.

A conflict of interest arises when a director, committee member or employee (a) stands to gain a financial benefit from an action RNE takes or a transaction into which RNE enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, committee member or employee in discharging their duties to RNE (“a related party interest”). For example, if a director, committee member or employee has an ownership or financial interest in any third party that RNE deals with or is considering dealing with; serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that RNE deals with or is considering dealing with; or has a close personal or business relationship with a participant in a transaction being considered by RNE.

I. Disclosing Conflicts of Interest

- a. Upon election, hiring, or appointment to a Standing Committee, new directors, employees and committee members must submit a signed, written disclosure statement. (Form is attached to this policy.)
- b. Existing Directors, employees and committee members shall update the written disclosure statement as new conflicts occur and at a minimum on an annual basis.
- c. Disclosure statements shall be distributed to the Executive Director, who will report to the members of the Governance Committee.

II. Procedures for Addressing a Conflict of Interest

- a. Where a conflict of interest exists, the individual shall recuse themselves from participation in any matters regarding the conflict beyond providing information to the Board and/or Standing Committee.
- b. The individual shall not be present during the discussion or vote on the matter; must not attempt to influence improperly the deliberation or vote; and must not be counted towards a quorum. This should be reflected in any meeting minutes.
- c. There may be situations where there is a benefit to RNE from entering into a transaction with an individual or entity that has a related party interest. RNE may not enter into such a transaction unless, the Board determines that the transaction is fair, reasonable and in RNE's best interest at the time of such determination. The Board shall consider alternative transactions to the extent available and contemporaneously document in writing the basis for its decision, including its consideration of alternative transactions (see Minutes and Documentation).

III. Minutes and Documentation

The minutes of any Board meeting at which a matter involving a conflict of interest was discussed or voted upon shall include:

- a. the name of the interested party and the nature of the interest;
- b. any alternatives to a proposed contract or transaction considered by the Board;
and
- c. if the transaction was approved, the basis for the approval.

IV. Additional Terms

In furtherance of the protection of RNE's best interests, it is RNE's policy, in addition to the requirements set forth elsewhere herein, that:

- a. No Director, committee member, or employee shall receive gifts or favors valued at over \$25 that might influence, or from which it could be reasonably inferred

that the gift or favor was intended to influence, the individual in the performance of RNE (a “Gift Transaction”);

- b. No Director, committee member, or employee shall disclose or use RNE’s confidential information for the profit, advantage, or economic benefit of anyone other than RNE; and
- c. No Director, committee member, or employee shall use RNE’s transactional or financial opportunity for the profit, advantage, or economic benefit of anyone other than RNE, unless the Board approves the transaction or financial opportunity as a related party transaction.

Resolve New England Conflict of Interest Disclosure Statement

I, _____, by signing below, affirm that:

1. I have received and read Resolve New England's Statement of Policy and Procedures Concerning Conflicts of Interest ("the Policy");
2. I acknowledge that I, as a Board member, Board Standing Committee Member or employee of RNE have a fiduciary duty to abide by the Policy;
3. I further agree to comply with the Policy;
4. I hereby affirm that I am not, to the best of my knowledge and belief, in a position of possible conflict of interest¹, except as disclosed below²:

1. _____
2. _____
3. _____
4. _____
5. _____

Date

Signature

Position

¹ A conflict of interest arises when a director or employee (a) stands to gain a financial benefit from an action the Corporation takes or a transaction into which the Corporation enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director or employee in discharging their duties to the Corporation ("a related party interest").

² Examples of conflict of interest include but are not limited to: (a) any entity in which you participate (as a director or employee) that provides services related to infertility, fertility treatment, adoption, advocacy, family-building, etc., or that provides services of a type that the Corporation might reasonably utilize, such as marketing, accounting, web design, etc.; (b) any transaction in which the Corporation is a participant as to which you might have a conflicting interest; or (c) any other situation which may pose a conflict of interest.