

North American Unitarian Association Conflict of Interest Policy

Article I: Purpose

The purpose of this Conflict of Interest Policy is to protect the North American Unitarian Association (NAUA), a 501(c)(3) tax-exempt organization, from decisions that may benefit the private interests of its officers, directors, trustees, or key employees to the detriment of NAUA's charitable mission. This policy ensures transparency, integrity, and compliance with federal and state laws, fostering public trust in NAUA's operations.

Article II: Definitions

1. **Interested Person:** Any director, trustee, officer, member of a committee with governing board-delegated powers, or key employee who has a direct or indirect Financial Interest or Personal Interest, as defined below.
2. **Financial Interest:** A person has a Financial Interest if they have, directly or indirectly, through business, investment, or family:
 - An ownership or investment interest in any entity with which NAUA has a transaction or arrangement;
 - A compensation arrangement with NAUA or any entity/individual with which NAUA has a transaction or arrangement; or
 - A potential ownership, investment, or compensation interest in any entity/individual with which NAUA is negotiating a transaction or arrangement.Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
3. **Personal Interest:** A person has a Personal Interest if they hold a position (e.g., officer, director, trustee) in another organization that has a lease, contract, loan, or other agreement with NAUA, or if their loyalty to another entity could influence their decision-making for NAUA.

Article III: Procedures

1. **Duty to Disclose:** An Interested Person must promptly disclose the existence and nature of any actual or potential conflict of interest, including all material facts, to the Board of Trustees or the relevant committee upon becoming aware of it.
2. **Determining Whether a Conflict Exists:** After disclosure, the Interested Person may make a presentation to the Board or committee but shall not be present during the discussion or vote on the transaction or arrangement. The Board or committee shall determine, by majority vote, whether a conflict exists, considering whether the transaction serves NAUA's mission and is fair and reasonable.
3. **Procedures for Addressing Conflicts:**
 - The Board or committee shall explore alternatives to the proposed transaction or arrangement to avoid the conflict, if feasible.
 - If a conflict is unavoidable, the Board or committee shall ensure the transaction is in NAUA's best interest, for its own benefit, and at fair market value, using comparable data (e.g., bids, market rates) to evaluate terms.
 - The Interested Person shall not vote or influence the decision and shall recuse themselves from deliberations.
4. **Violations:** If the Board or committee has reasonable cause to believe an Interested Person failed to disclose a conflict, it shall inform the person and allow them to explain. If the failure is confirmed, the Board may take disciplinary action, including removal, and void the transaction if it violates NAUA's mission or tax-exempt status.

Article IV: Records of Proceedings

The minutes of the Board or committee shall document:

- The names of persons disclosing a Financial or Personal Interest, the nature of the interest, and any action taken to determine if a conflict exists.
- The names of persons present for discussions and votes, the content of the discussion (including alternatives considered), and the decision made.
- Records shall be maintained per NAUA's document retention policy.

Article V: Annual Statements

Each director, trustee, officer, and key employee shall annually sign a statement affirming they:

- Have received a copy of this Conflict of Interest Policy;
- Have read and understand the policy;
- Agree to comply with the policy; and
- Disclose any Financial or Personal Interests that could give rise to conflicts.

The statement shall be submitted to the Board Secretary before the annual meeting.

Article VI: Periodic Reviews

To ensure NAUA operates consistently with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews of:

- Compensation arrangements with officers, trustees, or key employees to ensure they are reasonable and based on comparable market data.
- Transactions with entities in which an Interested Person has a Financial or Personal Interest to confirm they serve NAUA's mission and are at fair market value.

Article VII: Annual Acknowledgment Statement

Each director, trustee, officer, and key employee shall sign the following statement annually:

NAUA Conflict of Interest Acknowledgment

I, Robert Simoni, affirm that I have received, read, and understand the NAUA Conflict of Interest Policy. I agree to comply with its terms and disclose any Financial or Personal Interests that may give rise to a conflict of interest. I understand that failure to comply may result in disciplinary action.

Disclosed Interests: None

Signature: _____

Date: _____

Adopted by the NAUA Board of Trustees on 11 June 2025.