

# **Bowie State University**

## **\*Conflict of Interest Policy for Directors and Officers**

### **1. Scope**

The following statement of policy applies to each member of the board and to all staff Officers of the Bowie State University Foundation (BSUF). It is intended to serve as guidance for all persons volunteering or employed by the BSU Foundation in positions of significant responsibility including Executive Directors and ex officio directors

### **2. Fiduciary Responsibilities**

Members of the board, officers and employees of the Foundation serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the board and officers are to be made solely on the basis of a desire to promote the best interests of the Foundation and the public good. The Foundation's integrity must be protected and advanced at all times.

Men and women of substance inevitably are involved in the affairs of other institutions and organizations. An effective board and administration cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts that arise will be deemed to be inconsequential, it is everyone's responsibility to ensure that the board is made aware of situations that involve personal, familial, or business relationships that could be troublesome for the Foundation. The board requires each director and staff officer annually (1) to review this policy; (2) to disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict involving the Foundation; and (3) to acknowledge by his or her signature that he or she is in compliance with the letter and spirit of this policy.

### **3. Disclosure**

All directors and staff officers are requested to list on this form only those substantive relationships that he or she maintains (or members of their family maintain) with organizations that do business with the Foundation or otherwise could be construed to potentially affect his or her independent, unbiased judgment in light of his or her decision-making authority or responsibility. In the event you are uncertain as to the appropriateness of listing a particular relationship, the chair of the board of directors and/or the executive director should be consulted. They, in turn, may elect to consult with legal counsel, the executive committee, or the board of directors, in executive session. Such information,

including information provided on this form, shall be held in confidence except when, after consultation with you, the institution's best interests would be served by disclosure. The following definitions are provided to help you decide whether a relationship should be listed on this form:

**Business Relationship:** One in which a director, officer, or a member of his or her family Serves as an officer, director, employee, partner, trustee, or controlling stockholder of an organization that does substantial business with the Foundation.

**Substantial Benefits:** When you or a member of your family (1) are the actual or beneficial owner of more than 5 percent of the voting stock or controlling interest of an organization that does substantial business with the Foundation or (2) have other direct or indirect dealings with such an organization from which you or a member of your family benefits directly, indirectly or potentially from cash or property receipts totaling \$10,000.00 or more annually.

#### **4. Restraint on Participation**

Directors or officers who have declared or been found to have a conflict of interest shall participate in discussion of an vote with respect to issues related to the conflict of interest to the extent allowed by and in accordance with the provisions of Annotated Code of Maryland, Corporation and Associations, Section 2-419. The conflict must be disclosed, the Contract or transaction must be authorized, approved or ratified by a majority of disinterested directors and the contract or transaction must be fair and reasonable to the Foundation.

\*Adapted from Association of Governing Boards of Universities and Colleges

## BOWIE STATE UNIVERSITY

### DISCLOSURE FORM FOR DIRECTORS AND OFFICERS

1. Are you, or a member of your family, a director, officer, employee, partner, trustee, or controlling stockholder of an organization that does substantial business with the Foundation? **(If you, or a member of your family, are a director of another foundation affiliated with an institution of the University Systems of Maryland, please answer YES and provide details.)**

YES \_\_\_\_\_ NO \_\_\_\_\_

If YES, please describe in detail.

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2. Are you, or a member of your family, (1) the actual or beneficial owner of more than 5 percent of the voting stock or controlling interest of an organization that does substantial business with the Foundation or (2) do you, or a member of your family, have other direct or indirect dealings with such organization from which you or a member of your family benefits directly, indirectly or potentially from cash or property receipts totaling \$10,000.00 or more annually?

YES \_\_\_\_\_ NO \_\_\_\_\_

If YES, please describe in detail.

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I certify that the foregoing information is true and correct to the best of my knowledge, and that I have read and agree to abide by the terms of the Conflict of Interest Policy adopted by the Executive Committee of the Board of Directors of the Bowie State University on September 11, 2008.

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_