

Leadership Birmingham Conflict of Interest Policy

The purpose of this policy is to prevent the personal or business interests of Leadership Birmingham trustees and staff from interfering with the performance of their duties to Leadership Birmingham, and to ensure that no director, officer, or staff member obtains any personal, professional, or political gain at the expense of Leadership Birmingham. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflict of interest and the recusal of any interested party in a decision relating to any conflict of interest.

This policy contains general principles and cannot anticipate all possible circumstances. Should questions arise related to the application of this policy, (i) directors or officers should consult with the Chairman or Vice-Chairman of the Leadership Birmingham Board of Trustees, and (ii) staff members should consult with the Executive Director or the Chairman of the Leadership Birmingham Board of Trustees.

Directors, officers, and staff members must avoid situations in which their personal, business, or professional interests (or those of their close family members) conflict, or appear to conflict, with the interests of Leadership Birmingham. The appearance of a conflict of interest can damage an individual's reputation and that of Leadership Birmingham. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any director, officer, or staff member in a manner that is adverse to the interests of Leadership Birmingham.

Examples

A conflict of interest can arise if a director, officer, staff member, or close relative:

- Has a business or financial interest in any third party who is engaged in a business or other transaction with Leadership Birmingham (this does not include having an ownership interest of less than 5% of the outstanding securities of a publicly traded company).
- Holds office, serves on a board, participates in management, or is employed by any third party that is engaged in a business or other transaction with Leadership Birmingham (donations to Leadership Birmingham, whether in cash or in kind, are not transactions of the kind addressed by this Policy).
- Derives compensation or other financial gain from a transaction involving Leadership Birmingham.
- Receives gifts, meals or entertainment from any third party due to or in connection with his or her position with Leadership Birmingham, if the gift, meal or entertainment might reasonably be perceived to influence his or her decisions as a director, officer or staff member of Leadership Birmingham. Any gifts should be returned to the donor with the explanation that Leadership Birmingham policy does not permit the acceptance of gifts. No personal gift of money should ever be accepted.

- Engages in any outside employment or other activity that will (i) materially interfere with such person's obligations to Leadership Birmingham, (ii) compete with Leadership Birmingham's activities, (iii) involve any use of Leadership Birmingham's equipment, supplies, or facilities, or (iv) imply Leadership Birmingham's sponsorship or support of the outside employment or activity.

Disclosure and Recusal

If a matter comes before the Leadership Birmingham Board of Trustees with respect to which a director has a conflict of interest, the interested director must first disclose his or her conflicting interest to the other directors and then, subject to any confidentiality obligations owed to others outside of Leadership Birmingham (which obligations should be made known to the other directors), the interested director must describe all material facts concerning the matter that are known to the interested director. After such disclosure, the interested director must absent himself or herself from any discussion of the matter by the other directors and must abstain from voting on the matter. The minutes of the meeting of the Trustees shall reflect that the conflict of interest was disclosed, that the interested director was not present during discussion or decision on the matter and did not vote on the matter.

Whenever any staff member (paid or volunteer) has, or believes that he or she may have, a conflict of interest with Leadership Birmingham, he or she shall notify the Executive Director or the Chairman of the Board of Trustees of such conflict in writing.

Use of Information

Directors, officers, and staff shall not use information received from participation in Leadership Birmingham affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of Leadership Birmingham.

Dissemination

A copy of this Conflict of Interest policy shall be furnished to each director, officer, and staff member who is presently serving this organization or who may become associated with it.

Certification

Each director, officer and staff member has a continuing responsibility to scrutinize his or her transactions and outside business and professional interests and relationships for potential conflicts of interest, and to make all disclosures as described in this Policy.

Each director must acknowledge adherence to this Policy in writing on an annual basis. Likewise, as administered by the Executive Director for Leadership Birmingham, each staff member must complete such a certification upon his or her employment and on an annual basis thereafter.

- *Signature page following* -

Conflict Certification for Leadership Birmingham

I have read and agree to abide by Leadership Birmingham’s Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts of interest as described in this Policy, except those noted below.

Signature

Date

Name (please print)

[Attach Additional Sheets if Necessary]