



BOYS & GIRLS CLUB
OF WOBURN

Statement of Policies and Procedures Concerning Conflicts of Interest

Policy

The directors and officers of the Boys & Girls Club of Woburn, hereinafter referred to as “the Corporation”, owe a fiduciary duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation’s best interests. This duty of loyalty requires the Corporation’s directors and officers to exercise independent judgment on behalf of the Corporation, placing the best interests ahead of personal interests.

In some cases, the Corporation’s interests may be well served by arrangements that constitute related-party transactions. However, to ensure that the Corporation’s best interests are being served, related-party transactions should be the subject of full disclosure by any interested director or officer and the review and approval by independent directors. For these purposes, the term “related-party transactions” means , in general, transactions between the Corporation and 1) an individual director or officer, or 2) a close relative of a director or officer or 3) an organization in which a director or officer, or one of his or her close relatives, holds a significant leadership or management position or ownership interest. The term “officer” means both volunteer officers and senior paid management personnel.

Ensuring that the Corporation’s best interests are served also requires that directors, officers or investment committee volunteers, participating in investment decisions on behalf of the Corporation, act without regard to any personal financial interests they may have.

Guidelines for dealing with these matters are set forth below.

Procedures

1. Disclosure of Related-Party Transactions

Upon first being elected or appointed, each director or officer shall make disclosure to the Board of Directors or any related-party transactions with the Corporation of which the director or officer has knowledge. Thereafter, disclosures shall be updated annually or otherwise as changed circumstances in a particular case may warrant. For this purpose, the Corporation shall use a disclosure form consistent with the general definitions above and responsive to the various tax, regulatory and auditing requirements to which the Corporation is subject.

2. Committee Review

The terms of all related-party transactions shall be reviewed by a committee of directors composed entirely of individuals who have no involvement with any related-party transactions involving the Corporation ("Independent Directors"), to be appointed by the Chief Volunteer Officer of the Corporation. The committee shall develop recommendations as to whether, all factors considered, a given transaction is fair and reasonable to, and is in the best interests of, the Corporation. For this purpose, a "transaction" may include an ongoing business relationship subject to stated terms.

3. Board Consideration and Approval

The review committee shall report its recommendations as to related-party transactions to the Board of Directors. A director or officer may state his or her views, and shall respond to questions, as to any transaction in which or she may be interested, but only Independent Directors shall be present for and participate in deliberations or voting as to any related-party transactions. Approval of related-party transactions shall require a majority vote at a meeting at which there is a quorum determined solely with regard to Independent Directors. The basis for any such vote shall be reflected in the minutes of the meeting at which action is taken, and those minutes shall be approved at the next meeting of the Board of Directors.

4. Investment Decisions

No director, officer or investment committee volunteer shall participate in an investment decision on behalf of the Corporation with respect to which his or her independence of judgment may be materially affected by any personal financial interest. A person participating in investment decisions shall disclose the existence of any such interest to the other participating directors, officers or investment committee volunteers and shall abstain from any discussion of, or action to approve, any such decision.

This policy was initially presented to the Board of Directors for review on November 16, 2005. This policy was approved by the Board of Directors on December 14, 2006.



**BOYS & GIRLS CLUB
OF WOBURN**

Conflict of Interest Disclosure Form

Note: Please answer the following questions to the best of your knowledge. Your answers should disclose actions taken during the Corporation’s last completed fiscal year ending June 30 and since then to date.

A. Has the Corporation engaged in any transaction with any Related Party as indicated below?

For this purpose, a “transaction” includes:

- The sale, exchange, other transfer or lease of property to or from a Related Party;
- Loans of money to or from a Related Party;
- Making an investment in a Related Party;
- The furnishing of goods, services or facilities to a Related Party, or by a Related Party, for compensation;
- Payment of wages, salary, or other compensation to a Related Party; or
- The maintenance of a compensatory bank balance for the benefit of a Related Party.

A “transaction” does not include providing services as a volunteer; or making a pledge or gift, to the Corporation.

<u>Related Party:</u>	<u>Yes</u>	<u>No</u>
1. You	___	___
2. Any of your relatives, as follows:		
a. Spouse:	___	___
b. Brothers or Sisters (Whole or half blood)	___	___
c. Spouses of brothers or sisters (Whole or half blood)	___	___
d. Children	___	___
e. Grandchildren	___	___
f. Great Grandchildren	___	___
g. Spouses of children, grandchildren or great grandchildren	___	___

Note: A legally adopted child is to be considered a child by blood.

Related Party:

3. An entity (For profit or non-profit) that is owned or controlled by:

- a. You
- b. Any of your relatives, as listed above:
- c. By any combination of (i) you , (ii) your relatives and (iii) individuals (besides yourself) serving as officers, directors or senior paid managers of the Corporation:

For the purposes of this question, "owned" means directly or indirectly holding more than 10% of voting membership interest in an entity, and "controlled" means comprising more than 10% of the directors, trustees or other members of the governing body of an entity.

4. Any entity with which you are associated as an officer, director, partner or employee:

5. Any entity with which any or your relatives, as listed above, is associated with as an officer, director, trustee or partner:

B. Has the Corporation invested in any corporate stock in which you own more than 10% of the outstanding shares?

C. Has any property of the Corporation been held in the name of, or commingled with the property of, any Related Party above?

D. Has the Corporation been a party to any transaction in which you have held a material financial interest, or have received anything of value from the Corporation not reported as compensation and not disclosed above?

E. Has the Corporation made a grant award or contribution to any organization in which you have a relationship (ex. as a director, officer or employee)?



BOYS & GIRLS CLUB
OF WOBURN

Conflict of Interest Certification

This Conflict of Interest Certification and attached Conflict of Interest Disclosure Form are to be completed by the volunteer leadership and paid senior management of the Corporation. Those individuals consist of:

Persons who are responsible for achieving the objectives of the enterprise and who have authority to establish policies and make decisions by which those objectives are to be pursued. The leadership and paid senior management normally include members of the Board of Directors, the Chief Volunteer Officer, Chief Professional Officer, vice presidents or assistant directors or other officers in charge of principal business functions (such as program, marketing, development, administration or finance) and other persons who perform similar policy making functions. Persons without formal titles also may be members of the leadership or the paid senior management. Heads of sub-units who have institutional policy or decision making responsibility are included.

1. I certify that I have received and read, and I agree to comply with, the Corporation's Statement of Policy and Procedures Concerning Conflicts of Interest.
2. I have completed the attached Disclosure Form as of the date indicated below,
3. My explanation of any "yes" answer or answer on the attached Disclosure Form is:

If I have disclosed an ownership or controlling interest in another entity that is more than 10%, the actual percentage is _____ %.

4. To my knowledge, the Corporation presently _____ does _____ does not (check one)

have plans to enter into any transaction of any types indicated in the attached Disclosure

Form. Explanation (If applicable):

5. I will advise the Board of Directors of the Corporation promptly upon becoming aware that the Corporation intends to enter into any transactions of any of the types indicated in the attached Disclosure Form.

Signature

Printed Name

Date