



ICCS BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY

As directors of ICCS we are responsible to carry out our duties as good stewards and to conduct the affairs of this non-profit society in an ethical manner. Even the appearance of impropriety can be damaging to our organization and ministry. This means that we must avoid conflicts actual or potential between the interests of the organization and our own personal financial interests.

This Conflict of Interest Policy is intended to remind us of this responsibility and to ensure that potential conflicts of interest are disclosed, considered and handled appropriately.

I. Requirements of Policy

Each director will:

- A. Put the interests of ICCS and its projects ahead of his or her own direct or indirect† financial interests while carrying out duties on behalf of ICCS (or in dealing with others in the carrying out of their duties).
- B. Refrain or withdraw from participation in any transaction or relationship, or in any consideration (discussion and voting) by the Board concerning any matter, which is determined to constitute or involve a material conflict* of interest (actual or potential) under this Policy.
- C. Disclose actual or potential conflicts of interest as required under this Policy.

The requirements of A. or B. above may affect the ICCS board director's duties or his or her relationship with an outside firm or person. For example, the director may be required not to participate in the Board's decision regarding a particular real estate contract. Alternatively, in an extreme case the director might be required to resign from the board of a donor organization, or divest himself or herself of stock in a supplier company, as a condition of continued Board membership.

*A conflict of interest is "material" if it might affect, or might reasonably be thought by others to affect, the director's judgment or conduct in the carrying out of his or her duties on the ICCS Board of Directors; or affect ICCS decisions or actions; or if it is otherwise adverse to the interests of ICCS.

† An "indirect" interest of a director is one in which any of the following have an interest:

- Any person related by blood or marriage to the director. (Such person is hereinafter referred to as a "relative" of the director.)
- An estate or trust of which the employee or a relative of the director is a beneficiary, personal representative or trustee.
- An organization (company, partnership, sole proprietorship or other form of organization) in which a relative of the director has an ownership interest, or of which a relative of the director is an officer, director or employee.

In the case of a material indirect conflict of interest, the employee may be required to seek to have the relative concerned refrain or withdraw from such participation.

II. Examples of Conflicts of Interest

The following are examples of actual or potential conflicts of interest covered under this Policy:

- A director receives a gift or loan from an existing or prospective supplier to ICCS.
- A director (or her spouse, son or daughter, or other relative) is on the board of directors of an organization which receives, or hopes to receive, benefits through an ICCS project. The director's position in ICCS is such that she may be able to influence the decision regarding the benefits to be received by such organization.
- A director or a director's family member negotiates to sell or lease property to ICCS.
- A director's family member is part-owner of a firm which carries out building maintenance services for ICCS.

The above list is intended to illustrate examples of conflicts of interest and is of course not exhaustive.

III. Disclosure of Actual or Potential Conflicts of Interest

- A. Current and Prospective Disclosure. Directors are responsible to continually scrutinize their transactions and outside business interests and relationships and make immediate disclosure in writing of any potential conflicts. Disclosure is to be made as soon as the director becomes aware of the conflict, and if possible prior to entering into the transaction or relationship involved, or participating in the Board's consideration of any related matter.
- B. Annual Disclosure Statement. In addition to any disclosures made under A. above, during April of each year each director will submit a Disclosure Statement in the form attached. The Disclosure Statement is essentially a "snapshot" of business relationships as of the date of the Statement, and a summary of transactions during the preceding fiscal year, which might be considered to present issues of conflict of interest under this Policy.
- C. Who Receives Disclosures. Disclosures are to be submitted to the Policy and Publications Officer.
- D. Confidentiality. Disclosures submitted under this Policy will be considered confidential and will only be communicated on a need to know basis.

IV. Interpretation and Implementation of Policy

The fact that a director or his or her relative has an interest in an outside firm which does business with ICCS, or is affiliated with an organization which receives ICCS funding, or may become involved in any other set of circumstances which seems to present a potential conflict of interest, does not necessarily mean that a material conflict of interest will be determined to exist. Likewise, the fact that a particular situation does not fit squarely within one of the examples listed in II above does not necessarily mean that no material conflict of interest is present.

The Board Chair in consultation with the Executive Team, where appropriate, will make the final determination as to whether any given situation constitutes a material conflict of interest and as to actions required, if any. Any situation involving the Policy and Publications Officer will be resolved by the Board Chair in consultation with the Executive Director.

(ICCS Conflict of Interest Policy is based on a draft provided by J. Don Scott April 2006)

I have read and agree to abide by the letter and spirit of this policy:

Signature

Date