

Conflict of Interest Policy & Annual Disclosure Form

Board-Ready Draft | Governance Document #2

People. Planet. Progress.

MISSION BEFORE PERSONAL INTEREST. TRANSPARENCY BEFORE CONVENIENCE.
DOCUMENTATION BEFORE ASSUMPTION.

1. Purpose

The purpose of this policy is to protect SEAD's charitable mission and institutional integrity when decisions, transactions, arrangements, compensation, relationships, or other matters could benefit the private interests of a director, officer, key employee, committee member with delegated Board authority, or another covered person. The policy establishes disclosure, review, recusal, approval, documentation, monitoring, and annual certification procedures. It supplements, and does not replace, applicable federal or state law or SEAD's governing documents.

2. Persons Covered

This policy applies to:

- All voting directors and officers.
- The President/Executive Director or other top management official, if applicable.
- Key employees and other employees with substantial decision-making authority.
- Members of committees exercising authority delegated by the Board.
- Other persons designated by the Board because their role creates a material risk of organizational conflict.

3. Definitions

Term	Definition
Interested Person	A covered person who has a direct or indirect financial, business, family, professional, or other material interest that could affect, or reasonably appear to affect, objective judgment regarding a SEAD matter.
Financial Interest	An ownership, investment, compensation, creditor/debtor, prospective economic, or other material financial interest held directly or indirectly, including through family or a closely associated business/entity.
Family Member	For this policy, includes spouse or domestic partner; ancestors; siblings; children, grandchildren and great-grandchildren; and spouses/domestic partners of siblings, children, grandchildren and great-grandchildren. SEAD may apply a broader definition when required by law, grant, contract, or policy.

Related-Party Transaction	A transaction or arrangement between SEAD and an interested person, family member, or entity in which such person has a material interest or influence.
Compensation	Direct or indirect remuneration and benefits, including salary, fees, bonuses, fringe benefits, reimbursements beyond properly documented business expenses, and other economic benefits.
Conflict of Interest	A situation in which a covered person's duty to advance SEAD's interests is, or may reasonably appear to be, affected by a personal, financial, family, business, or other material interest.

4. Duty to Disclose

A covered person must disclose promptly and fully any actual, potential, or reasonably perceived conflict before SEAD acts on the matter. Disclosure must include all material facts known to the person. When uncertain whether a conflict exists, the person should disclose the circumstances so that disinterested decision-makers can determine the appropriate response.

Disclosures are required at least annually and whenever relevant circumstances change. Annual disclosure does not replace the duty to disclose a conflict that arises during the year.

5. Determining Whether a Conflict Exists

After disclosure of the relevant interest and material facts, the interested person may answer factual questions at the request of the Board or authorized committee. The interested person must then leave the deliberation and vote concerning whether a conflict exists, except to the extent applicable law or governing documents require otherwise. The disinterested members determine whether a conflict exists and what safeguards are required.

6. Procedures for Addressing a Conflict

1. The interested person may provide factual information or a presentation when requested but must not improperly influence deliberation.
2. The interested person will not vote on the affected matter and, when appropriate, will leave the meeting during deliberation and voting.
3. The Chair or authorized body may appoint a disinterested person or committee to investigate alternatives or obtain independent information.
4. SEAD should consider whether a reasonably available alternative would avoid the conflict while meeting organizational needs.
5. If SEAD proceeds with a conflicted transaction, disinterested decision-makers must determine that the arrangement is in SEAD's best interests, advances its purposes, and is fair and reasonable under the circumstances.
6. Any additional safeguards required by law, bylaws, grant terms, contract, or Board policy must also be followed.

7. Compensation Decisions

A person who receives compensation from SEAD, or whose family member or related entity may economically benefit from a compensation decision, must not participate as a voting decision-maker on that compensation arrangement. Where applicable, SEAD should use disinterested approval, appropriate comparability information, and contemporaneous documentation of the basis for the decision. Compensation arrangements must further SEAD's interests and must not provide an impermissible private benefit or excess benefit.

8. Gifts, Favors & Personal Benefits

Covered persons may not solicit or accept gifts, favors, entertainment, discounts, loans, services, or other personal benefits that could improperly influence, or reasonably appear to influence, a SEAD decision. Nominal items of ordinary courtesy may be accepted when lawful and unlikely to affect judgment. Any questionable benefit should be disclosed to the Board Chair or designated ethics/governance officer before acceptance.

9. Outside Activities & Organizational Opportunities

Covered persons must disclose outside employment, ownership, board service, consulting, investment, vendor relationships, or other affiliations that could materially intersect with SEAD business. No covered person may divert for personal benefit an organizational opportunity that properly belongs to SEAD, misuse confidential information, or use SEAD property, relationships, or authority for unauthorized private gain.

10. Loans & Financial Arrangements with Insiders

Loans, guarantees, advances, or unusual financial arrangements involving directors, officers, key employees, or related parties require heightened review and may be prohibited or restricted by applicable law. No such arrangement may proceed without confirmation that it is legally permissible and approval through an appropriately disinterested process.

11. Documentation in Minutes

The minutes or other contemporaneous record should document, as applicable: the name of the interested person; nature of the interest; material facts disclosed; whether a conflict was determined to exist; the person's departure from deliberation/vote; alternatives considered; persons present for discussion and vote; the decision reached; and the vote or approval process. Documentation should be sufficient to demonstrate responsible governance without unnecessarily disclosing confidential personal information.

12. Violations

If SEAD has reasonable cause to believe a covered person failed to disclose an actual or possible conflict, the person will be informed of the concern and given a reasonable opportunity to explain. After appropriate inquiry, the Board or authorized committee may take corrective action consistent with the bylaws, employment rules, contracts, law, and the seriousness of the violation. Corrective action may include recusal, reconsideration of a transaction, removal from a committee role, discipline, termination where authorized, or referral for professional/legal review.

13. Annual Disclosure & Monitoring

At least annually, directors, officers, key employees, and other designated covered persons will complete and sign SEAD’s Annual Conflict of Interest Disclosure & Certification. The Secretary, Governance Committee, or other designated custodian will maintain the disclosures securely. SEAD will monitor proposed and ongoing transactions for conflicts and update disclosures when circumstances change.

14. Periodic Review

The Board or Governance Committee should periodically review whether compensation, benefits, partnerships, joint ventures, vendor arrangements, management relationships, and other insider-related transactions are properly documented, fair and reasonable, mission-aligned, and consistent with charitable purposes. The policy itself should be reviewed at least annually and updated when organizational structure or applicable requirements materially change.

15. Confidentiality & No Retaliation for Good-Faith Disclosure

Conflict disclosures will be handled with appropriate confidentiality while allowing sufficient access for responsible review, legal compliance, and governance documentation. No person should suffer retaliation for making a good-faith disclosure or raising a good-faith concern under this policy. Knowingly false or malicious reports are not protected misconduct.

16. Relationship to Other Policies & Law

This policy should be read together with SEAD’s bylaws, Board Governance Framework, Credibility/Evidence & Documentation Policy, financial controls, whistleblower policy when adopted, and other applicable policies. If this policy conflicts with controlling law or governing documents, the controlling requirement prevails. SEAD should obtain qualified legal or accounting advice for significant insider transactions, compensation matters, or uncertain conflicts.

Board Adoption

Adopted by the Board of Directors of SEAD on: _____

Board Chair / Authorized Director

Date

President / Executive Officer

Date

Secretary

Date

Annual Conflict of Interest Disclosure & Certification

Reporting Year: _____ Name: _____
Role/Title: _____

A. Financial, Business & Organizational Interests

1. Do you, or a family member, have an ownership, investment, compensation, creditor, consulting, employment, or other material financial interest in any entity that currently does business with SEAD or is reasonably expected to seek business with SEAD?

☐ No ☐ Yes - If yes, explain below or attach a confidential statement.

2. Do you, or a family member, serve as a director, officer, trustee, employee, consultant, agent, or significant volunteer for an organization whose interests may materially intersect with SEAD?

☐ No ☐ Yes - If yes, explain below or attach a confidential statement.

3. Have you, or a family member, received compensation, gifts, favors, loans, discounts, services, or other benefits from a current or prospective SEAD vendor, funder, grantee, partner, contractor, or other party that could reasonably create a conflict?

☐ No ☐ Yes - If yes, explain below or attach a confidential statement.

4. Are you aware of any proposed or ongoing SEAD transaction, contract, grant, partnership, employment decision, or other arrangement from which you or a family member may materially benefit?

☐ No ☐ Yes - If yes, explain below or attach a confidential statement.

5. Do you have any other relationship, obligation, or circumstance that could reasonably be perceived as affecting your independent judgment on behalf of SEAD?

☐ No ☐ Yes - If yes, explain below or attach a confidential statement.

B. Disclosure Details

For each “Yes” response, identify the person/entity, nature of the relationship or interest, relevant transaction or SEAD activity, approximate financial interest if material and known, and any other facts needed for review.

C. Certification

- ☐ I have received or been given access to SEAD's Conflict of Interest Policy.
- ☐ I have read and understand the policy.
- ☐ I agree to comply with the policy and SEAD's governing requirements.
- ☐ I have disclosed all actual, potential, or reasonably perceived conflicts known to me as of the date below.
- ☐ I understand that I must update this disclosure promptly if relevant circumstances change.
- ☐ I understand that SEAD is organized to advance charitable purposes and that decisions must prioritize SEAD's interests and mission over improper private benefit.
- ☐ I understand that disclosure of an interest does not automatically mean a prohibited conflict exists; the appropriate disinterested decision-makers will determine the required response.

Signature: _____

Printed Name: _____

Date: _____

D. Governance Review - Internal Use

Disclosure reviewed by	_____
Date reviewed	_____
Conflict identified?	☐ No ☐ Yes ☐ Potential / Requires Monitoring
Action required	☐ None ☐ Recusal ☐ Additional information ☐ Independent review ☐ Other
Board/Committee action date	_____
Evidence/Minutes reference	_____

Appendix A - Meeting Conflict Checklist

- ☐ Ask at the beginning of relevant agenda items whether any director has an actual or potential conflict.
- ☐ Record the disclosure and material facts.
- ☐ Allow factual presentation if useful.
- ☐ Have the interested person leave deliberation and voting when required.
- ☐ Confirm quorum/voting requirements using only eligible decision-makers as required by governing documents/law.
- ☐ Consider reasonable alternatives when appropriate.

- ☐ Determine whether the proposed action is fair, reasonable, mission-aligned, and in SEAD's best interests.
- ☐ Record the process and decision contemporaneously in the minutes.
- ☐ Update the Evidence Register or related-party transaction record when applicable.

SEAD - Mission before personal interest. Integrity in every decision.