

Friends of Aullwood, Inc.  
Aullwood Audubon Center and Farm  
**Board of Directors Conflict of Interest Policy 7.26.2016**

In their capacity as directors, members of the Friends of Aullwood, Inc. Board must act at all times in the best interests of Aullwood Audubon Center and Farm. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of the Friends of Aullwood, Inc. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the Friends of Aullwood, Inc.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to the Friends of Aullwood, Inc. and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to Friends of Aullwood, Inc. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or Executive Board) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the Friends of Aullwood, Inc. Executive Board through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the Friends of Aullwood, Inc. Executive Board shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The Friends of Aullwood, Inc. Executive Board shall inform the full Board of such determination and action. The full Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgement and disclosure form below. All completed forms shall be provided to and reviewed by the Friends of Aullwood, Inc. Executive Board, as well as all other conflict information provided by Board members.