

Conflict of Interest Policy for Historic Boston Incorporated

Purpose of the Policy

The purpose of the following policy and procedures, which complement the Historic Boston Inc. (HBI) by-laws, is to ensure that the personal interests of directors, officers, staff members, and other persons in a position of trust do not interfere with the performance of their duties to HBI, and that such personal interests do not result in financial, professional, or political gain on the part of such persons at the expense of HBI or its members, supporters, and other stake holders.

Definitions

1. **Conflict of Interest (also Conflict):** a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust.
2. **Persons in a position of trust** include HBI directors, officers, staff members, and volunteers (including members of Board-appointed committees).
3. **Board** means the Board of Directors.
4. **Director** means a member of the Board.
5. **Officer** means an officer of the Board of Directors.
6. **Staff Members** means a person of who receives all or part of his/her income from the payroll of HBI.
7. **Supporter** means a corporation, foundation, individual, contractor, 501 (c) (3) nonprofit, and other profit and nonprofit organizations that contributes to HBI.
8. **Affiliated business or organization** means that a person in a position of trust is employed by such entity or holds a substantial ownership interest.
9. **Family member** means a spouse, civil partner, parent, sibling, or child.

Matters Affected by the Policy and Practices

1. Full disclosure, by notice in writing, shall be made by the interested party in all conflicts of interest, including but not limited to the following:
 - a. A director is related to another director or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A person in a position of trust, a family member of such person, or an affiliated business or organization, may benefit, directly or indirectly, from an HBI contract, purchase, sale, loan, grant, or other transaction, other than as reimbursement for reasonable expenses incurred as provided in the bylaws and board policy.
 - d. A director or staff member is a member of the governing body of an HBI supporter.
 - e. A volunteer working on behalf of HBI who meets any of the situations or criteria listed above.

2. The engagement of directors, officers, or their family members or affiliated organizations, is allowable when there is demonstrated value to HBI and when the activity is approved by a disinterested majority of the Board, in accordance with the procedures set forth below. Unless explicitly approved otherwise by the Board of Directors, the engagement of an affiliated organization should not include payment to an individual member of the HBI Board. To avoid confusion, if the Board of Directors had approved the engagement of a director or his / her affiliated organization on an ongoing basis, the engaged individual or organization shall nevertheless inform the executive director in writing prior to each specific matter for which compensation will be requested.

3. A director or volunteer who is formally considering employment or professional engagement with HBI as staff must take a temporary leave of absence until the position is filled. Such a leave will be taken within the director's elected term, which will not be extended because of the leave. Such person must submit a written request for a temporary leave of absence to the Clerk of the Board, c/o the HBI office, indicating the time period of the leave. The Clerk will inform the President of the Board of such a request. The President will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the HBI Board meeting.

Disclosure and Recusal

4. Full disclosure, by notice in writing, shall be made by the interested party in all potential conflicts of interest. A director, an officer, or HBI's executive director shall make the disclosure to the Clerk and the President, who shall then inform the full Board. A staff member (other than the executive director) shall make the disclosure to the executive director. A volunteer, if a committee member, shall make the disclosure to the committee chair; otherwise a volunteer shall make the disclosure to the executive director.

5. Following full disclosure of a possible conflict of interest involving a director, an officer, or HBI's executive director, the HBI Board of Directors shall determine whether a conflict of interest exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect HBI's best interests. Both votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum, provided that at least one consenting director is disinterested.

6. An interested director, officer, or staff member shall not participate in any discussion, debate, vote, or other action of the Board of Directors, or of any committee or subcommittee thereof, in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. However, the interested person may be present to provide clarifying information in such a discussion or debate, unless objected to by any present board or committee member.

7. Following full disclosure of a possible conflict of interest involving a staff member or volunteer, the HBI executive director or committee chair, as the case may be, shall determine whether a conflict of interest exists and, if so, shall decide to authorize or reject the transaction or take any other action

deemed necessary to address the conflict. The disclosure of a possible conflict and the action taken shall be reported to the President and the Executive Committee.

Annual Reporting

8. A copy of this policy shall be given to all directors, officers, staff members, volunteers, or other key stakeholders upon commencement of such person's relationship with HBI or at the official adoption of stated policy. Each director, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

9. This policy and the accompanying disclosure form must be filed annually by persons in position of trust.

**Historic Boston Incorporated
2019 Annual Conflict of Interest Disclosure Form**

This form must be filed annually by all persons in position of trust, as identified in Historic Boston Inc.'s Conflict of Interest Policy Statement ratified by Historic Boston Inc.'s Board of Directors on December 7, 2011.

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature

Printed Name

Date