**BOARD RESPONSIBILITY AND CONFLICT OF INTEREST POLICY**

I. PURPOSE

The Board of Directors (the Board) is the ultimate governing authority of Disability Rights Maryland (DRM). Board members share a responsibility for fulfilling the mission of DRM to provide a full range of information and advocacy services on behalf of DRM’s clients and client groups, and in compliance with applicable law and regulations. Board members must be vigilant to protect DRM and its services from influences, whether internal or external, which are in conflict with or interfere with the mission of DRM. Board members must make informed decisions that reflect the best interests of DRM. This policy is designed to safeguard the role of the Board in carrying out its responsibilities and to address real or potential conflicts, or the appearance of such conflicts, which might interfere with them.

II. DEFINITIONS

As used in this policy, the term “immediate family member” of a Board member means a person related to the Board member in any of the following relationships: spouse or similar domestic partner, parent or step-parents, sibling (including brother-in-law or sister-in-law), or child or step-child.

III. OBLIGATIONS AND RESPONSIBILITIES OF BOARD MEMBERS

A. The Board has a fiduciary responsibility to DRM. Decisions made in a Board member’s official capacity must be made on the basis of the member’s judgment as to what is in the best interest of DRM. Although the Board can and should reflect different backgrounds, experiences and perspectives, Board members must not be diverted from the best interest of DRM by either conflicting loyalty or interest to others or personal financial gain.

B. Board members must at all times act in good faith and without malice or deception.

C. In making decisions or otherwise acting in their official capacity, Board members must exercise reasonable prudence.

D. Board members should be reasonably informed on issues with respect to which they are called upon to make decisions. Board members may reasonably rely on information or statements from other Board members, staff or professionals when such information or statement is within the person’s area of competence or expertise or otherwise reasonably merits confidence.

E. Board members have broad responsibility for planning, policy and other issues of governance, but should refrain from interfering with the day-to-day operations of DRM.

F. Board members shall not represent their personal views as those of DRM, unless DRM has clearly endorsed the same view. Board members shall not invoke the authority of the Board or their position on the Board with respect to actions which are not undertaken as part of their official duties or responsibilities as a Board member or officer.

G. Board members must observe, respect and maintain confidentiality with respect to information obtained in their role as Board members involving individual clients or applicants, agency strategies or intentions, litigation matters, personnel matters, or any other information which is considered confidential by law, Board policy, or Board agreement during discussion. Board members may choose to not participate in discussion and may even leave a Board meeting temporarily in order to avoid exposure to information they believe might place them in a conflict situation; however, such action neither eliminates nor mitigates the Board member’s obligation to maintain confidentiality of information.

H. To assist Board members in carrying out their responsibilities, the Board shall maintain corporate insurance covering Management Errors and Omissions.

IV. FINANCIAL CONFLICT OF INTEREST

A. Consistent with the status of DRM as a non-profit, tax-exempt corporation, no part of the net proceeds of DRM’s operation may be paid to directors and officers of the corporation. However, bona fide expenditures on behalf of DRM, including reimbursements for travel to meetings, may be made pursuant to Board policy.

B. Board members are prohibited from selling to DRM, through contract or any other purchase arrangement, any goods or professional services while serving as a Board member and for one year after the completion of their term of office. Board members shall not use their membership on the Board to promote their own personal business interests. A business shall be disqualified from DRM consideration for the purchase of any goods or services when a Board member or an immediate family member is an employee of, or has a substantial ownership interest in, such business. This provision does not prohibit DRM from reimbursing a family member from serving as an attendant for purposes of enabling a Board member to attend a Board meeting or for other legitimate Board member expenses.

C. In the event DRM considers purchasing services or awarding a grant or contract to a non-profit agency of which a Board member (or an immediate family member) is an officer or director, the Board member shall not participate in any decision regarding such a purchase or award. Similarly, Board members in such a conflict situation shall not participate in setting any RFP or other bid criteria when the outside organization with which they are involved is a prospective bidder.

D. Exceptions to the rules established in this section may be made, following appropriate disclosure, if a 2/3 majority vote of the Board determines such exception to be in the best interest of DRM.

V. SERVICE CONFLICT OF INTEREST

A. Board members shall not be involved or attempt to be involved in DRM staff decisions in individual advocacy cases unless the Board member is the client or the legal representative of the client.

B. Board members and their immediate family members may become clients of DRM, but only pursuant to the same rules affecting eligibility, priorities and any other selection criteria applied to all other prospective clients. In such circumstances, the Board member or family member shall be treated as any other client, and the Board member shall not use his/her Board position to influence the services provided by DRM staff. In the event of Board discussion of policies, procedures, priorities or similar issues which would have a direct or immediate impact on individual services to a Board member or a family member, the Board member shall indicate a conflict situation and shall refrain from debating or voting on the issue.

C. In the event of Board discussion and/or decision that affects the strategy, position, perspective or approach of DRM toward an agency or organization of which a Board member (or immediate family member) is an employee, officer or director, the Board member shall indicate a conflict situation and shall refrain from debating or voting on the issue.

D. Board members retain the right to abstain from debate or voting when they believe they are in a position of conflict or what might reasonably create the appearance of a conflict. Board members are encouraged to make such disclosure and refrain from participation in such circumstances.

VI. DISCLOSURES REQUIRED

A. On an annual basis, each Board member shall execute a Conflict of Interest Disclosure Statement. The statement shall disclose any relationship the Board member and an immediate family member may have, through employment, ownership, or role as officer or director in:

1. businesses that provide goods or services of which DRM may be a pot102ential customer;

2. agencies or organizations that provide direct services (other than advocacy) to persons with disabilities; and

3. any other group, organization, business or agency that the Board member believes has the potential to create conflict of interest situations.

B. Upon a significant change in circumstances (such as the development of an ownership interest or election to another organization’s governing board), a Board member shall complete and submit a new or revised Disclosure Statement.

C. With respect to specific Board discussions or decisions, any Board member or DRM’s Executive Director may raise the issue of an actual, potential or appearance of conflict of interest involving a Board member that has not been disclosed or identified. For the protection of the Board as well as the individual Board member, any Board member who is aware of actual or potential conflict has a responsibility to disclose or identify it for action by the Board or the Board member.

VII. RESOLUTION OF CONFLICTS

A. The Board shall be the final arbiter of any debate or dispute as to whether a Board member is in a position that creates an actual, potential or the appearance of a conflict of interest requiring the Board member to be disqualified from participating in or voting on a specific issue.

B. Because of the importance of a decision limiting a Board member’s right to vote, a 2/3 majority vote of the Board members present shall be required in order to disqualify a Board member from participating or voting based on a conflict of interest.

C. Any disqualification approved by the Board shall be specific to the issue involved and shall not affect the Board member’s right to participate in or to vote on any other unrelated matter brought before the Board for discussion or vote.

**CONFLICT OF INTEREST**

**DISCLOSURE STATEMENT**

Consistent with policies established by the Board of Directors of Disability Rights Maryland (DRM), I hereby certify that the following is a true and complete disclosure of my relationships, if any, to businesses, agencies, organizations or other groups that have a potential of creating an actual or apparent conflict for me in carrying out my responsibilities as a member of the DRM Board. As used in this form, the term “immediate family member” of a Board member means a person related to the Board member in any of the following relationships: spouse or similar domestic partner, parent or step-parent, sibling (including brother-in-law or sister-in-law), or child or step-child.

[Check the box(es) which apply]

1. \_\_\_\_\_ I am (or an immediate family member is) an employee, officer or director of, or have an ownership interest of 10% or more or have a contractual relationship in, the following for-profit business(es) which offers goods or services of which DRM is a potential customer:

Company Type of Business Your relationship

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

2. \_\_\_\_\_\_ I am (or an immediate family member is) an employee, officer or director of, or have a contractual relationship with, the following agency(ies) or organization(s) that provides direct services (other than advocacy) to persons with disabilities:

Agency/Organization Type of Services Your relationship

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

3. \_\_\_\_\_\_ I am (or an immediate family member is) an employee, officer or director of, or have an ownership interest of 10% or more or a contractual relationship in, the following group, organization, business or agency which a reasonable person might consider or construe as having the potential to create conflict of interest situations for me in my capacity as a Board member of DRM:

Agency/Organization Type of Business Your relationship

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

4. \_\_\_\_\_\_ Neither I, nor any immediate family members, are employees, officers or directors of, or have significant ownership or contractual relationships in, any of the types of businesses, organizations, agencies or groups covered by the above questions.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

PRINTED NAME of Board Member SIGNATURE of Board Member

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Date