

SOCIETY FOR TECHNICAL COMMUNICATION

CONFLICT OF INTEREST POLICY

STC Washington, DC – Metro Baltimore Administrative Council

Purpose and General Rule

The purpose of this policy is to provide guidance to the directors, officers and committee members of the Society for Technical Communication (“the Society”) Washington, DC – Metro Baltimore Chapter in identifying and handling potential and actual conflicts of interest involving the Society. In most instances, one can handle conflicts of interest simply by disclosing them to the appropriate individuals within the Society and continuing to exercise good judgment concerning such situations. Indeed, the Society relies on the sound judgment of its directors, officers and committee members to handle these conflict situations appropriately.

The Society is committed to the highest level of integrity. Directors, officers, and committee members of the Society and community council members are expected to conduct their relationships with each other, the Society, and outside organizations with objectivity and honesty. **In general, Society directors, officers, committee members, and community council members are obligated to recognize and disclose ethical, legal, financial, or other conflicts of interest involving the Society, and remove themselves from a position of decision-making authority with respect to any conflict situation involving the Society.**

This policy is intended to comply with New York law. If there is any inconsistency between the requirements and procedures prescribed in this policy and New York law, New York law shall control.

This policy cannot describe all conflicts of interest situations that may arise involving the Society. Therefore, directors, officers, committee members, and community council members must use good judgment to avoid any appearance of impropriety. If you have any questions about this policy or its application, please err on the side of caution and transparency and seek advice from the Society’s legal counsel prior to entering into such transaction.

1. Definitions

A. A “**Covered Person**” is any person serving as a Society director or officer or as a member of a Society committee or as a member of the STC Washington, DC – Metro Baltimore Administrative Council.

B. A “**Family Member**” is a spouse, domestic partner, parents, siblings, or children of a Covered Person and any other relative who resides in the Covered Person’s household.

C. A “**Material Financial Interest**” in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Covered Person’s or Family Member’s judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.

D. A “**Conflict of Interest**” is a situation in which an interest or activity influences or appears to influence the ability of a Covered Person to exercise objectivity or impairs the Covered Person’s ability to perform his or her fiduciary responsibilities in the best interests of the Society. By way of example and not by way of limitation, a Covered Person is considered to have a potential conflict of interest in any of the circumstances described below:

- (i) If there is a contract or transaction between the Society and a Covered Person or Family Member. This does not include, however, routine, incidental transactions conducted in the normal course of Society business (e.g., routine membership benefits, purchases of services or publications at regular rates; customary honoraria for participation in courses or seminars; or travel reimbursement for volunteer services.
- (ii) If there is a contract or transaction between the Society and an entity (a) in which a Covered Person or Family Member has a Material Financial Interest or (b) of which a Covered Person or Family Member is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.
- (iii) A Covered Person competing with the Society in the rendering of services or in any contract or transaction with a third party.
- (iv) A Covered Person’s having a Material Financial Interest in an entity that competes with the Society in the provision of services.
- (v) A Covered Person’s serving as a director, officer, employee, agent, partner, associate, trustee or personal representative of an entity that competes with the Society in the provision of services.
- (vi) If there is a Society contract or transaction that involves a Covered Person when a reasonable person, with knowledge of all relevant facts, would question the impartiality of the Covered Person with respect to such contract or transaction.

2. Procedures

- A. Prior to STC Washington, DC – Metro Baltimore STC Administrative Council or committee action on a contract or transaction involving a Conflict of Interest, a Covered Person having a Conflict of Interest or potential Conflict of Interest and who is in attendance at the meeting shall disclose to the STC Washington, DC – Metro Baltimore Administrative Council or committee all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

- B. A Covered Person who plans not to attend a meeting at which he or she has reason to believe that the STC Washington, DC – Metro Baltimore Administrative Council or committee will act on a matter in which the Covered Person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- C. A Covered Person who has a Conflict of Interest shall not participate in or be permitted to hear the STC Washington, DC – Metro Baltimore Administrative Council’s or committee’s discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- D. A Covered Person who has a Conflict of Interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The Covered Person having a conflict of interest shall not vote on the contract or transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. The Covered Person’s ineligibility to vote shall be reflected in the minutes of the meeting.
- E. Covered Persons who have a Conflict of Interest with respect to a contract or transaction that is not the subject of STC Washington, DC – Metro Baltimore Administrative Council or committee action shall disclose to the STC Washington, DC – Metro Baltimore Administrative Council any Conflict of Interest that such Covered Person has with respect to such contract or transaction. Such disclosure shall be made as soon as Covered Person knows of the Conflict of Interest. The Covered Person shall refrain from any action that may affect the Society’s participation in such contract or transaction.
- F. If it is not entirely clear that a Conflict of Interest exists, the Covered Person with the potential conflict or any other person who becomes aware of the potential conflict may disclose the circumstances to the STC Washington, DC – Metro Baltimore Administrative Council, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

3. Confidentiality

Each Covered Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of the Society. Furthermore, a Covered Person shall not disclose or use information relating to the business of the Society for the personal profit or advantage of the Covered Person or a Family Member.

4. Review of Statement

- A. Each new Covered Person must annually review a copy of this policy and shall be reminded of the obligation to conform to it.
- B. Each Covered Person must annually complete a disclosure form identifying any relationships, positions or circumstances in which the Covered Person is involved that he or she believes could create a Conflict of Interest. Such relationships, positions or circumstances might include service as a director or officer of, or consultant to, a nonprofit or for-profit organization that competes with the Society, or ownership of a business that might provide goods or services to the Society. Any such information regarding business interests of a Covered Person or a Family Member shall be treated as confidential and shall generally be made available only to the STC Washington, DC – Metro Baltimore Council, except to the extent additional disclosure is necessary in connection with the implementation of this policy. When deciding what kind of relationships should be disclosed, a Covered Person should consider the situation from the perspective of an outsider and decide whether the relationship is of such a nature that it could raise an allegation of an apparent or actual conflict of interest. In close situations, the Covered Person should err on the side of disclosure and transparency, since disclosure helps to alleviate or avoid future misunderstandings.
- C. The STC Washington, DC – Metro Baltimore Administrative Council shall review this policy annually. Any changes to the policy shall be communicated immediately to all Covered Persons.

Approved by the STC Washington, DC – Metro Baltimore Administrative Council, December 9, 2012.

Society Conflict of Interest Information Form

Name: _____ Date: _____

Please describe below any relationships, positions, or circumstances in which you are involved that you believe could create to a Conflict of Interest (as defined in the Society's Conflicts of Interest Policy.)

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed STC Washington, DC – Metro Baltimore Chapter's Conflict of Interest Policy that is currently in effect and agree to abide by it.

Signature: