

United States Breastfeeding Committee (USBC)		
Policy Number: 21	Conflict of Interest	Adoption Date: 12/2007
Oversight Responsibility: Governance Committee		Last Revision: 7/2017
		Next Review: 7/2022

Conflict of Interest

Policy

I. Purpose

The purpose of the conflict of interest policy is to protect the interests of the United States Breastfeeding Committee (USBC) when it is contemplating, or entering into, a transaction or arrangement that might benefit the private interest of a board officer or director, a committee chair, or another individual with board-delegated powers. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

II. Definitions

- A. Interested Person: Any board officer or director, committee chair, or other individual with board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which USBC has a transaction or arrangement.
 - 2. A compensation arrangement with any entity or individual with which USBC has a transaction or arrangement, or
 - 3. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which USBC is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
 - 4. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedure

I. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors (BoD) considering the proposed transaction or arrangement.

II. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists.

III. Procedures for Addressing the Conflict of Interest

- A. The BoD Chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- B. After exercising due diligence, the Board of Directors shall determine whether USBC can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- C. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested officers and directors whether the transaction or arrangement is in USBC's best interest and for its own benefit and whether the transaction is fair and reasonable to USBC, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

IV. Violation of the Conflict of Interest Policy

- A. If the Board of Directors has reasonable cause to believe that a board officer or director, committee chair, or other individual with board-delegated powers has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford him/her an opportunity to disclose.
- B. If after hearing the response of the individual and making such further investigation as may be warranted in the circumstances, the Board of Directors determines that he/she has in fact failed to disclose an actual or possible conflict of interest, it may choose to take appropriate disciplinary and corrective action.

V. Signature Statement

Any board officer or director, committee member, or other individual with board-delegated powers will sign the Conflict of Interest Statement below on an annual basis. In the absence of annual signature, a previous signature will stand in its place.

Through my signature, I acknowledge that I have read the USBC Conflict of Interest Policy. I understand that a breach of the Conflict of Interest Policy will be reviewed pursuant to the procedure outlined above.

Signature

Current USBC Position(s)

Date