

**Partners in Progress
Conflict of Interest Policy
Adopted on January 23rd, 2010**

I. APPLICATION OF POLICY

This policy applies to board members, staff and certain volunteers of Partners in Progress. A volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial or other resources of the organization. Persons covered under this policy are hereinafter referred to as “interested parties.”

II. CONFLICT OF INTEREST

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of Partners in Progress. There are a variety of situations that raise conflict of interest concerns including, but not limited to, the following:

Financial Interests – A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by Partners in Progress. Examples include situations where:

- Partners in Progress contracts to purchase or lease goods, services, or properties from an interested party, or a relative, or business associate of an interested party;
- Partners in Progress purchases an ownership interest in or invests in a business entity owned by an interested party, or by a relative or business associate of an interested party;
- Partners in Progress offers employment to an interested party, or a relative, or business associate of an interested party, other than a person who is already employed by Partners in Progress;
- An interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity or favor, of a substantial nature, from a person or entity that does business, or seeks to do business, with Partners in Progress;

- An interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property, or services of Partners in Progress.

Other Interests – A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he or she would not have obtained absent his or her relationship with Partners in Progress, or where his/her duty or responsibility owed to Partners in Progress conflicts with a duty or responsibility owed to some other organization. Examples include where:

- An interested party seeks to obtain preferential treatment by Partners in Progress for himself or herself, for a relative, or for a business associate;
- An interested party seeks to make use of confidential information obtained from Partners in Progress for his or her own benefit, or for the benefit of a relative, business associate, or other organization;
- An interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which he or she has reason to believe would be of interest to Partners in Progress.

III. DISCLOSURE OF ACTUAL OR POTENTIAL CONFLICTS OF INTEREST

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An interested party shall complete a questionnaire, in the form attached hereto as Appendix A, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his or her association with Partners in Progress and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For board members, the disclosure statements shall be provided to the President of the Board, or in the case of the President's disclosure statement shall be provided to the Secretary of the Board. Copies shall also be provided to the Executive Director of Partners in Progress.

In the case of staff or volunteers with significant decision-making authority, the disclosure statements shall be provided to the Executive Director of Partners in Progress, or in the case of the Executive Director's disclosure, the statement shall be provided to the President of the Board.

The Secretary of the board of directors shall file copies of all disclosure statements with the official corporate records of Partners in Progress.

IV. GENERAL PROCEDURES FOR THE REVIEW OF ACTUAL OR POTENTIAL CONFLICTS

Whenever there is reason to believe that an actual or potential conflict of interest exists between Partners in Progress and an interested party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described in Section V, below, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves an employee of Partners in Progress other than the Executive Director, the Executive Director shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of Partners in Progress. The Executive Director shall report to the President of the Board the results of any review and the action taken. The President of the Board, in consultation with the Executive Committee, shall determine if any further board review or action is required.

V. PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST – SPECIFIC TRANSACTIONS

Where an actual or potential conflict exists between the interests of Partners in Progress and an interested party with respect to a specific proposed action or transaction, Partners in Progress shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the board of directors of the organization. The following procedures shall apply:

- An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of the corporation shall not participate in anyway in, or be present during, the deliberations and decision making of Partners in Progress with respect to such action or transaction. The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action of transaction.
- The disinterested members of the board of directors may approve the proposed action or transaction upon finding that it is in the best interests of the corporation. The board shall consider whether the terms of the proposed transaction are fair and reasonable to Partners in Progress and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity

that is not an interested party.

- Approval by the disinterested members of the board of directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall neither be counted for purposes of determining whether a quorum is present nor for purposes of determining what constitutes a majority vote by directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

VI. VIOLATIONS OF CONFLICT OF INTEREST POLICY

If the board of directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Partners in Progress
Conflict of Interest Policy Annual Affirmation of
Compliance & Disclosure Statement

I have received and carefully read the Conflict of Interest Policy for board members, staff and volunteers of Partners in Progress and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that Partners in Progress is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, below, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of Partners in Progress, nor does any relative or business associate have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the President of the Board of Partners in Progress or to the Executive Director, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print)

Signature

Date

Partners in Progress

Conflict of Interest Annual Disclosure Statement

Please complete the questionnaire, below, indicating any actual or potential conflicts of interest. If you answer “yes” to any of the questions, please provide a written description of the details of the specific action or transaction in the space allowed. Attach additional sheets as needed.

Financial Interests – A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by Partners in Progress.

Please indicate whether, during the past twelve (12) months. Circle Yes or No.

Has Partners in Progress contracted to purchase or lease goods, services or property from you, or from any of your relatives or business associates?

YES NO

If yes, please describe:

Has Partners in Progress purchased an ownership interest in or invested in a business entity owned by you, or owned by any of your relatives or business associates?

YES NO

If yes, please describe:

Has Partners in Progress offered employment to you, or to any of your relatives or business associates, other than a person who was already employed by Partners in Progress.

YES NO

If yes, please describe:

Have you, or have any of your relatives or business associates, been provided with a gift, gratuity or favor, of a substantial nature, from a person or entity with does business, or seeks to do business, with Partners in Progress?

YES NO

If yes, please describe:

Have you, or any of your relatives or business associates, been gratuitously provided use of the facilities, property, or services of Partners in Progress?

YES NO

If yes, please describe:

Others Interests – A conflict may also exist where an interested party, or a relative or business associate of any interested party, obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with Partners in Progress, or where his/her duty or responsibility owed to Partners in Progress conflicts with a duty or responsibility owed to some other organization.

Did you obtain preferential treatment by Partners in Progress for yourself, or for any of your relatives or business associates?

YES NO

If yes, please describe:

Did you make use of confidential information obtained from Partners in Progress for your own benefit, or for the benefit of a relative, business associate, or other organization?

YES NO

If yes, please describe:

Did you take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which you had reason to believe would be of interest to Partners in Progress.

YES NO

If yes, please describe:

Please list any other situation that you deem is or could be perceived as a conflict of interest.

Name (Please print)

Signature

Date