

Breast Cancer Fund Conflict of Interest Policy

Purpose:

This conflict of interest policy is designed to help board members, officers, and staff ¹ of the Breast Cancer Fund (“BCF”) identify situations that present potential conflicts of interest and to provide BCF with a procedure to appropriately manage such conflicts.

Conflict of Interest Defined:

A conflict of interest may exist when the interests or concerns of any board member, officer or staff, or said person's immediate family, or any party, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of BCF.

Some situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of BCF. All such circumstances should be disclosed and a decision made as to what course of action the organization or individuals should take so that the best interests of BCF are not compromised by personal interests.

Possible conflicts of interest include:

- A board member, officer or staff, (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with BCF for goods or services.
- A board member, officer or staff, (or a family member of any of the foregoing) has a material financial interest in a transaction between BCF and an entity in which the director, officer, staff, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

Disclosure of Conflicts:

Board members, officers and staff will annually disclose and promptly update any disclosures previously made on the annual Conflict of Interest Disclosure Form provided by BCF.

Board members, officers and staff will also be urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict.

¹ “Staff” refers to all regular and temporary staff, consultants and volunteers here and throughout the document.

Staff should disclose to the CEO, the CEO should disclose to the Board Chair, and board members should disclose to the Executive Committee of the Board as soon as the person with the conflict is aware that a conflict/potential conflict exists.

Procedures to Manage Conflicts:

For each interest disclosed, the Executive Committee will decide whether BCF should: (a) take no action because a conflict does not exist or (b) determine what action to take because a conflict does exist or (c) disclose the situation more broadly to determine if a conflict does exist and what action to take. The person with the conflict must fully disclose the conflict to all other decision-makers.

Cases can be brought to the full Board if the Executive Committee determines it is necessary and is in the best interest of BCF.

- The person with the conflict may not be involved in the decision of what action to take (e.g., may not participate in a vote), but may serve as a resource to provide other decision-makers with needed information.
- In some cases the person with the conflict may be asked to remove him/herself from sensitive discussions so as not to unduly influence the discussion of the conflict.
- The CEO and the Treasurer will monitor proposed or ongoing transactions of BCF (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board Chair whether discovered before or after the transaction has occurred.

Findings of the Executive Committee:

If the Executive Committee determines that a board member, officer or staff has a conflict of interest with regard to a transaction of BCF, BCF may engage in the transaction only if the following conditions are met prior to the transaction:

1. Such person shall disclose to the appropriate party all material facts concerning the person's affiliation with the transaction.
2. The Executive Committee shall review the material facts. The transaction may be approved only if:
 - The proposed transaction is fair and reasonable to BCF, and
 - BCF proposes to engage in this transaction for its own purposes and benefits and not for the benefit of such person, and
 - The proposed transaction is the most beneficial arrangement which BCF could obtain in the circumstances with reasonable efforts.

The minutes of the meeting of the Executive Committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote.

Annual Review:

Each board member, officer and staff of BCF shall sign an annual Conflict of Interest Disclosure Form which affirms that the person has received a copy of this Conflict of Interest Policy, has read and understood the policy, and has agreed to comply with the policy, and discloses any direct or indirect affiliations.

All annual Conflict of Interest Disclosure Forms shall be submitted to the CEO or Board Chair of the Breast Cancer Fund and filed with the minutes of the first Board of Directors meeting held each year.

**Breast Cancer Fund
Conflict of Interest Disclosure Form**

Describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between the Breast Cancer Fund and your personal interests, financial or otherwise.

Please specify other nonprofit and for-profit boards you (and your spouse or partner) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or an immediate family member own.

Affiliated Person	Organization/Business	Role

Attach additional pages if necessary.

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Conflict of Interest Policy of the Breast Cancer Fund.

Signature: _____ **Date:** _____

Title: _____

If there are any changes during the year, please notify BCF immediately.