

# PIEDMONT JOURNALISM FOUNDATION

## CONFLICT OF INTEREST POLICY

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### Article I. Purpose

The purpose of this Conflict of Interest Policy (“Policy”) is to provide a means for directors or officers of Piedmont Journalism Foundation (the “Corporation”) to address actual, potential, and perceived conflicts of interest in a manner that protects the integrity of the Corporation and prevents its assets from being used to provide directors, officers, or other insiders with an impermissible private benefit. Directors or officers should interpret and apply this policy to achieve this purpose. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### Article II. Conflicts Covered by this Policy

For purposes of this Policy, a conflict of interest exists whenever the interests or concerns of any director or officer may be seen as competing with the best interests of the Corporation. Conflicts tend to occur when a director or officer:

- has a financial interest, either directly or through a business or family relationship, in a decision of the Board of Directors or any action by the Corporation; or
- has a conflict of loyalties even if he or she has no personal financial interest in the decision or action to be taken, such as when a director or officer of the Corporation also serves as an uncompensated director or officer of an entity to which the Corporation is contemplating making a grant.

### Article III. Procedures

**1. Disclosure of all conflicts and potential conflicts.** All material facts concerning any situation that might be viewed as a conflict should be disclosed to the Board of Directors by the director or officer concerned. Where doubt exists regarding whether a conflict exists or appears to exist or whether a conflict poses a material financial interest or otherwise provides direct or indirect benefits to a director, the matter must be resolved by the Board of Directors.

**2. Procedures necessary to approve any conflict.** No director or officer may be present for a vote by the Board of Directors on any decision or action by the Corporation which would directly or indirectly benefit such director or officer. Such director or officer may, however, answer questions or respond to requests, at a meeting or otherwise, for factual information needed for the Board to make an informed decision.

In the event of a conflict of interest that does not present the potential for a direct or indirect benefit to an officer or director or in which an officer or director has a material financial interest—such as a conflict of loyalty where no financial benefits are attributable to the director—the officer or director will not

participate in the board vote on that transaction. However, the officer or director will not be required to leave the meeting or otherwise physically absent themselves during the discussion, voting, or decision-making on the transaction except, in the case another member of the Board so requests.

**3. Additional procedures necessary to approve a conflict involving a material financial interest.**

The Board of Directors shall not approve any transaction to which the Corporation would be a party and in which a director or officer of the Corporation has a material financial interest unless and until the Board of Directors has specifically and in good faith determined after reasonable investigation (including a review of the terms upon which other comparable organizations enter transactions or arrangements similar to the one under consideration) that:

- a. the Board is aware of all material facts concerning the transaction and the director or officer's interest in the transaction;
- b. the Corporation is entering into the transaction for its own benefit;
- c. the transaction is fair and reasonable as to the Corporation; and
- d. the Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

**4. Recordkeeping.** With respect to any Board discussion or decision involving matters covered by this Policy, the minutes of the Board meeting at which such discussion or decision take place must reflect in detail the Board deliberations and the voting process, specifically indicating that the director or officer whose situation was considered was not present in the room either during the discussion or for the vote. In addition, any market data or information considered by the Board in approving or disapproving a proposed transaction covered by this Policy must be attached to the minutes of the Board meeting at which such consideration took place.

**5. Annual Distribution of this Policy and Disclosures.** A copy of this Policy must be furnished annually to all incumbent and incoming directors and officers of the Corporation. Each director and officer shall annually sign a statement that affirms that he or she has received a copy of this Policy; has read and understands the Policy; and has agreed to comply with this Policy.

Each year each director and officer shall file a statement with the Board of Directors that lists: (a) any outside employment or consulting work that could constitute a conflict; and (b) any board membership or affiliation with other organizations that could constitute a conflict.

**6. Periodic Reviews.** The Corporation must conduct periodic reviews to ensure that all compensation arrangements, partnerships, joint ventures, and other transactions involving directors and officers are reasonable, reflect arm's length bargaining, and further charitable purposes, and do not result in unreasonable benefit to the directors or officers or any other private shareholder or individual. When conducting these reviews, the Corporation may, but need not, use outside advisors. Any use of outside advisors, however, shall not relieve the Board of Directors of its responsibility for conducting the periodic reviews.

**ANNUAL DISCLOSURE STATEMENT**

I have carefully read the Conflict of Interest Policy for Piedmont Journalism Foundation (the “Corporation”) and, in signing this Disclosure Statement, I have considered not only the literal expression of the policy, but its intent. Except as stated below, I do not, to the best of my knowledge, have a conflict of interest that may be seen as competing with the interests or concerns of the Corporation, nor does any member of my family, or any organization to which my family or I have an allegiance, have such a competing concern.

If any situation should arise in the future that may create a conflict of interest, I will promptly and fully disclose the circumstances to an officer of the Corporation.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Please list all organizations in which you or a family member hold a position as trustee, director, general manager, or principal officer, or in which you or a family member have a greater than 35% financial interest if those organizations engage in business transactions with the Corporation, if those organizations engage in business transactions with a contractor on behalf of the Corporation, or if you anticipate that they will do such business in the coming year. Enter “N/A” if you have no organizations to report. Attach additional pages if necessary.

Name of Organization	Nature of Your Interest
_____	_____
_____	_____
_____	_____

I certify that the above information is correct to the best of my knowledge.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_