



## Senior Care Outreach

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## CONFLICT OF INTEREST POLICY

### Article I:

Purpose The purpose of this conflict of interest policy is to protect Senior Care Outreach (the "Organization")'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization.

### Article II: Definitions

- Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest.
- 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 the Organization has a transaction or arrangement.
  2. A compensation arrangement with any entity or individual with which the Organization has a transaction or arrangement.

### Article III: Procedures

1. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. 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 governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.
3. Procedures for Addressing the Conflict of Interest:

- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- The governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable.