

KIWANIS OF NASHVILLE FOUNDATION
Conflict of Interest Policy/Disclosure Agreement

A. Conflict of Interest

- i. No member of the Board of Directors of the Kiwanis of Nashville Foundation shall be prevented from pursuing personal interests, business or otherwise, individually, or as an officer, director, employee or independent contractor of any for-profit or nonprofit entity, so long as said interests or activities do not result in a conflict of interest between that Director and the activities and purposes of the Kiwanis of Nashville Foundation. Each Director shall make a full and complete disclosure of each and every circumstance in which a reasonable person would believe a possibility of a conflict of interest exists between the Director and the Organization. If the Director has or acquires any conflicting interest, he/she shall, within 90 days of ascertaining such fact, either eliminate the conflicting interest or be excused from voting on any issue that touches upon the conflict. Should the matter actually be brought to a vote, neither the affected Director nor any other Director with the potential for pecuniary benefit from the transaction shall vote on it.
- ii. Any member of the Board who is or has been convicted of a felony, declared bankruptcy, commits any offense that results in a loss of their professional license or is charged with any act that reflects adversely on the good name of the Kiwanis of Nashville Foundation should immediately notify the Executive Director who will investigate and report to the Executive Committee of the Foundation.
- iii. Should the conflict or offense be of such serious nature so as to affect the Director's ability to participate in the majority of the activities of the Board of Directors of the organization, then, at the discretion of the other Directors, said member may be asked to resign.

B. Nondisclosure

- i. I agree that any information disclosed to me by members or staff of Kiwanis International, the Kentucky-Tennessee Kiwanis District, the Kiwanis of Nashville Foundation or by third parties, in connection with my membership on the Kiwanis of Nashville Foundation Board of Directors or employment by the Foundation, will be considered privileged and confidential, including all such information relating to individual donors, any actions to establish, amend or implement the Kiwanis of Nashville Foundation operations, policies, plans, goals, objectives and discussion by Kiwanis members, the Kiwanis of Nashville Foundation staff and third parties regarding these subjects.
- ii. Confidential information shall not include information previously known to me, the general public or previously recognized as standard practice in the field.
- iii. I agree that I will hold all such privileged and confidential information in confidence during my lifetime, and will not use or disclose such information except as may be authorized by Kiwanis International, the Kentucky-Tennessee Kiwanis District and/or the Kiwanis of Nashville Foundation and will make my best effort to prevent its unauthorized disclosure. I acknowledge that unauthorized

disclosure could cause irreparable harm and significant injury to Kiwanis International, the Kentucky-Tennessee Kiwanis District, the Foundation and staff. I agree that upon request, I will return to the Kiwanis of Nashville Foundation as appropriate, all written or descriptive matter supplied by the Foundation, including committee agendas, minutes and supporting documents.

I have read this Conflict of Interest and Nondisclosure Agreement and agree to its terms.

Signed this ____ [th] day of _____, 201_.

Signature: _____ Printed Name: _____

Policy and Disclosure Statement approved by the Board of Directors

Date: 3/27/2014

Attested by: _____

President