

ecomaine

Policy on Conflicts of Interest and Disclosure

This conflict of interest policy is designed to help Directors of **ecomaine** identify situations that present potential conflicts of interest and to provide **ecomaine** with a procedure that will allow a transaction to be treated as valid and binding even though a Director has or may have a conflict of interest. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, including without limitation 30-A M.R.S.A. Section 2605 and 13-B M.R.S.A. Section 718, the law shall control.

1. Conflict of Interest Defined. The following circumstances shall create Conflicts of Interest:
 - A. **Business or Employment Relationship**. An agreement or business relationship between **ecomaine** and a Director or family member of a Director, including employment of a Director or family member by **ecomaine**. Family member includes: spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister.
 - B. **Other Pecuniary Interest**. An agreement or business relationship between **ecomaine** and a private entity in which a Director or family member has an ownership interest or has such other financial interest of any kind, including all forms of compensation, that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Director's judgment with respect to transactions to which the entity is a party.
 - C. **Competitor**. A Director competing with **ecomaine** in the rendering of services, or serving as an agent, employee or other legal representative of an entity that competes with **ecomaine**.
 - D. **Gifts**. ~~A Director accepting gifts, entertainment, or other favors from a private entity that does or is seeking to do business with, or is a competitor of, **ecomaine**, under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director in the performance of his or her duties. This does not preclude the acceptance of a meal, if the meal is provided as part of an informational program presented to a group of public employees or officials, or acceptance of items of nominal or insignificant value. No Board member of **ecomaine** shall accept or receive from any person, firm or corporation doing, or attempting to do, business with **ecomaine** any free property, product, material or service; or accept from any person, firm or corporation doing, or attempting to do, business with **ecomaine** any property, product, material or service at terms more favorable than those granted to the general public. This prohibition does not include promotional/advertisement items such as mugs, hats, shirts, etc., that are marked with a company logo or holiday food baskets that are shared amongst the employees and/or Board members. Gifts given by **ecomaine**, in recognition of service to **ecomaine**, are not prohibited.~~
2. Procedures. A transaction which involves a Conflict of Interest shall not be void or voidable solely for the reason of such conflict if there has been compliance with the following procedures.

- A. A person who has a Conflict of Interest shall not attempt to exert his or her personal influence with respect to consideration of the matter by the Board of Directors or a Committee of ecomaine, either at or outside of meetings of such bodies, including decisions by staff on hiring and procurement.
- B. Before Board or Committee action on any matter involving a Conflict of Interest, a Director having a conflict shall disclose all facts material to the conflict and shall not participate in, be permitted to hear or attempt to influence the Board's or Committee's discussion of the matter except to disclose material facts and to respond to questions. In addition, such person may not vote on the matter and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's disclosure and his or her abstention from discussion and voting on the matter shall be reflected in the minutes of the meeting.
- C. In the event it is not entirely clear that a Conflict of Interest exists, the individual shall attempt to avoid the appearance of a conflict by disclosure and by abstention~~with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists such a conflict.~~

~~4. Confidentiality. Each Director shall exercise care not to disclose confidential information acquired in connection with such status.~~

~~53.~~ Review of Policy.

- A. Each new Director shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- B. Each new Director shall complete a Disclosure Statement identifying any relationships, positions, or circumstances in which the Director is involved that he or she believes could contribute to a Conflict of Interest arising. Each written statement shall be maintained by ecomaine, and each Director shall update the statement resubmitted annually with any whenever necessary to reflect any changes of information.

DISCLOSURE STATEMENT

As a member of the Board of Directors of **ecomaine**, I affirm that:

I have received and have reviewed the **ecomaine** Policy on Conflicts of Interest and Disclosure, and I understand that it is my responsibility to comply with the policy and any revisions made to it.

My business affiliations, including employment and memberships on any boards of directors of for-profit and nonprofit organizations, are as follows:

- 1. _____
- 2. _____
- 3. _____
- 4. _____

To the best of my knowledge, neither I nor any member of my family has sought, is seeking or currently has a financial or business relationship with **ecomaine**, except as noted below:

- 1. _____
- 2. _____
- 3. _____
- 4. _____

I agree to update this form as appropriate.

(Signature)

(Printed Name)

Date: _____