

**SPECIAL OLYMPICS LOUISIANA
CONFLICT OF INTEREST POLICY
DECEMBER 5, 2019**

ARTICLE I

PURPOSE

The purpose of this conflict of interest policy (the "Policy") is to protect Special Olympics Louisiana's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any director or officer of Special Olympics Louisiana, and certain Special Olympics Louisiana employees as designated by resolution of the board of directors from time to time (collectively, the "Covered Persons"). This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit organizations.

DEFINITIONS

1. **Interested Person.** Any Covered Person who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A Covered Person has a financial interest if the Covered Person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which Special Olympics Louisiana is engaged in a transaction or has a current contract or other financial arrangement;
 - b. A compensation arrangement with Special Olympics Louisiana or with any entity or individual with which Special Olympics Louisiana is engaged in a transaction or has a current contract or other financial arrangement; or
 - c. A potential ownership or investment interest in, or potential compensation arrangement with, any entity or individual with which Special Olympics Louisiana is negotiating a transaction, contract or other financial arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Gifts and favors with a fair market value in excess of \$100 per annum in the aggregate shall be deemed substantial for purposes of this definition.

While Special Olympics Louisiana primarily is concerned with potential conflicts of interest involving Covered Persons who participate directly in Special Olympics Louisiana -related activities, it recognizes that potential conflicts may arise if an individual with whom the participant directly shares income (e.g., a spouse or significant other, minor child or business partner) or a third party whose interest may affect the participant's decision-making (e.g., a sibling or adult child) has an interest in or relationship with an entity having a commercial interest in the activity or matter under consideration. Therefore, to the extent they are aware of such interests, Covered Persons should disclose to Special Olympics Louisiana's board of directors any interests or relationships held by others that may affect their decision-making.

A financial interest is not necessarily a conflict of interest. Under Article II, Section 2 of this Policy, a person who has a financial interest will be considered an interested person only if Special Olympics Louisiana's board (without participation by the Covered Person having the financial interest) decides, after disclosure to and consideration by it of all relevant facts and circumstances, that a conflict of interest exists.

ARTICLE II

PROCEDURES

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose to Special Olympics Louisiana's board of directors the existence of the financial interest and be given the opportunity to disclose all material facts related thereto. All actual and

potential conflicts of interest shall be disclosed through the annual disclosure form contained in this document. Interested persons are not expected to anticipate all the conflict situations that may arise during their course of service, but they are under a continuing obligation to report potential or actual conflicts when they arise. Interested persons should err on the side of disclosure if in doubt regarding whether disclosure is required under this Policy. Disclosure under this policy does not create the presumption of a conflict of interest.

Examples of relationships or interests related to Special Olympics Louisiana management that must be disclosed include:

Positions in Special Olympics Louisiana

All positions currently held or being sought in Special Olympics Louisiana (e.g., board or committee member).

Relationships with Other Organizations/Entities

Any leadership role in, or other significant relationship with, another organization or entity (e.g., board or committee member or advisor) having a direct or indirect relationship with Special Olympics Louisiana management.

Employment

Any current or proposed full- or part-time employment, as well as any employment within the previous three years.

Consultancies

Any current or proposed consulting arrangements, as well as any consulting performed or paid for within the previous three years.

Ownership Interests

Any ownership interests (including stock options but excluding indirect investments through mutual funds and the like) in a company, the stock of which is not publicly traded, as well as ownership interests in excess of one percent (1%) in companies that are publicly traded. In addition, any other ownership interests in an entity having a commercial interest in an activity or matter under consideration by Special Olympics Louisiana must be disclosed, to the extent a Covered Person is aware thereof.

As a general matter, individual Conflict of Interest Disclosure Forms or other disclosures made pursuant to this Policy will not be made available to anyone other than Special Olympics Louisiana board members. There may, however, be circumstances in which the members of the board believe it is appropriate to solicit assistance from others or where they determine that information in a Disclosure Form or otherwise disclosed should be shared with other involved parties. By agreeing to serve Special Olympics Louisiana, each director, officer or other Covered Person hereby consents to such disclosure.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts to Special Olympics Louisiana's board, and after any discussion with the interested person, he or she shall leave the Special Olympics Louisiana board meeting while the other members of the board decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
 - a. An interested person may make a presentation to Special Olympics Louisiana's board, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The Chairperson of Special Olympics Louisiana's board (or, if the Chairperson is the individual having the potential conflict of interest, another member of the board) shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or contract or other financial arrangement.

- c. After exercising due diligence, Special Olympics Louisiana's board shall determine whether Special Olympics Louisiana can obtain with reasonable efforts a transaction or contract or other financial arrangement, as the case may be, at least equally advantageous from a person or entity that would not give rise to a conflict of interest.
- d. If a transaction or contract or other financial arrangement at least equally advantageous is not reasonably possible under circumstances not producing a conflict of interest, Special Olympics Louisiana's board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Special Olympics Louisiana's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or contract or other financial arrangement.

4. Violations of the Conflict of Interest Policy.

- a. If Special Olympics Louisiana's board has reasonable cause to believe a Covered Person has failed to disclose actual or possible conflict of interest, it shall inform the Covered Person of the basis for such belief and afford the Covered Person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Covered Person's response and after making further investigation as warranted by the circumstances, Special Olympics Louisiana's board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including, without limitation, termination of employment.

ARTICLE III

RECORDS OF PROCEEDINGS

The minutes of the Special Olympics Louisiana board meeting shall contain:

1. The names of the persons who disclosed or otherwise were found to have an actual or possible conflict of interest, the nature of the actual or possible conflict of interest, any action taken to determine whether a conflict of interest was present, and the Special Olympics Louisiana board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any potential or actual alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE IV

ANNUAL STATEMENTS

Each Covered Person shall annually sign and submit to the Secretary of Special Olympics Louisiana a statement, in the form attached hereto (as updated from time to time), to the effect that such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Has disclosed all relevant information requested by such statement.

Such statements will be kept on file at Special Olympics Louisiana's offices for two years or one year after the conclusion of the relevant activity or decision-making process, whichever is longer, unless another time period is prescribed by the board for a particular matter.