

THE ANTARCTICAN SOCIETY
CONFLICT OF INTEREST POLICY

December 2020

Article I
Preamble

The Antarctic Society (“the Society”) is an organization devoted to preservation and dissemination of information about the continent of Antarctica and its surrounding regions, including the scientific discoveries and personal histories of those who have lived, worked, traveled, or conducted research in Antarctica. Because the individuals involved in the Society’s policy and decision-making activities are chosen for their expertise and interest, they often have personal, financial or other interests that can affect or be affected by the decisions of the Society. Involvement in Society activities by individuals of such diverse interests is unavoidable and may, in fact, be laudable. Nevertheless, such personal or financial interests must not be allowed to undermine their primary allegiance to the Society, and full disclosure that clearly and accurately describes personal, financial, or other outside interests in dealing with the Society is required.

“Conflict of Interest” means a personal or financial interest or conflicting fiduciary obligation that makes it impossible, as a practical matter, for the member to make a decision in the best interests of the Society without regard for the member’s private or personal interests. A “conflict of opinion” is not a “conflict of interest”.

Therefore, this *Conflict of Interest Policy* is intended to protect the Society when it is contemplating or entering into a transaction or arrangement that might benefit the private interest of an officer, director, or committee member or might result in a possible excess benefit transaction or personal gain. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

Interested Person: Any director, officer, or member of a committee with powers delegated by the Board of Directors, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: Separate from matters of expertise and insight, this policy focuses on management of conflicts generated by financial interest.

1. A person has a financial interest if the person has, directly or indirectly, through business, investment, or immediate family:
 - a. An ownership or investment interest in any entity with which the Society has a transaction or arrangement,
 - b. A compensation arrangement with the Society or with any entity or individual with which the Society has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Society is negotiating a transaction or arrangement.
2. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under **Article III, Section 2**, a person who has a financial interest may have a conflict of interest only if the relevant Board or committee decides that a conflict of interest exists.
3. Immediate family is defined as current or prior spouses, domestic partners, siblings, children, or parents or spouses of those siblings or children.

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 Board of Directors delegated powers considering the proposed transaction or arrangement. A member may not vote on a matter if the member has a material conflict of interest.
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, they may be asked to leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. By majority (>50%) vote, the remaining Board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest**
 - a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, they shall recuse themselves and leave the meeting during the discussion of and vote upon the transaction or arrangement involving the possible conflict of interest. The recused individual may not debate the matter, is not counted for quorum purposes, and must refrain from voting on the matter.
 - b. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board of Directors or committee shall determine whether the Society 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.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority (>50%) vote of the disinterested Board or committee members whether the transaction or arrangement is in the Society'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 arrangement.

4. Violations of the *Conflict of Interest Policy*

- a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Depending on the circumstances, the corrective action may include any of the following actions, alone or in combination: 1) warning; 2) rescission of the affected action and reconsideration without the member's participation; 3) censure; 4) request for resignation; 5) recommendation for removal.
- c. If the Board concludes that a member has a conflict of interest of a significant and continuing nature that continued participation on a Society Board and/or committee is inappropriate, it must give the member a reasonable opportunity to resolve the conflict by either terminating the conflicting activity or by resigning from the committee, Board and/or Society.

Article IV Records of Proceedings

1. At least annually, Board and/or committee members shall be informed of the Society *Conflict of Interest Policy*, including the obligation to disclose any disclosable personal or financial interests or affiliations that a reasonable person would consider relevant to the evaluation of the member's comments.
2. The minutes of the Board of Directors and all committees with Board delegated powers shall contain:
 - a. A reminder of the obligations outlined in the *Conflict of Interest Policy*.
 - b. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.
 - c. 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 alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Statement of Acknowledgement and Compliance

Each director, officer, and member of a committee with Board of Directors' delegated powers shall sign a statement which affirms such person:

1. Has received a copy of the *Conflict of Interest Policy*,

2. Has read and understands the policy,
3. Has agreed to and will comply with the *Conflict of Interest Policy*,
4. Understands the Society is a charitable, nonprofit organization and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax exempt purposes, and
5. Shall file a copy of *The Antarctic Society Conflict of Interest Policy Acknowledgement* upon election or appointment to a Society Board and/or committee and on a periodic basis thereafter while serving in any such capacity.

Article VI Periodic Reviews

To ensure the Society operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews may include outside experts as outlined in **Article VII**.

Article VII Use of Outside Experts

When conducting the periodic reviews, as provided for in **Article VI**, the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

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ACKNOWLEDGMENT

I, _____,
acknowledge receipt of *The Antarctic Society Conflict of Interest Policy*.

- I acknowledge that it is my responsibility to read and review this Policy.
- I understand this Policy and agree to comply with it.
- I understand the Antarctic Society is a charitable non-profit organization and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.
- I understand that I am obligated to perform my duties in conformance with the provisions of this Policy and any additional rules, regulations, policies or procedures imposed by the Antarctic Society for which I serve whether or not I choose to read the new Policies.
- I understand that this Policy may be modified without prior notice.
- I understand that should this Policy be modified that I will be provided with a copy of the modifications.
- I understand that this Policy, its acknowledgement, and receipt may be provided in paper and/or agreed-upon electronic format.

Signature: _____ Date: _____