

Confidentiality and Conflict of Interest Policy and Disclosure Form

Confidentiality

Board members of the United Way of Northwest Arkansas recognize that they owe a fiduciary duty of care to the United Way of Northwest Arkansas and have a responsibility to uphold the highest of ethical standards for the benefit of the community. This includes a duty of confidentiality. All information and documentation board members receive from United Way of Northwest Arkansas and others in connection with service on the Board must be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and authorized agents of United Way of Northwest Arkansas. Any questions regarding confidentiality obligations should be directed to the United Way of Northwest Arkansas chair of the Board.

Conflicts of Interest

Board members owe a fiduciary duty of loyalty to United Way of Northwest Arkansas. This duty requires the avoidance of conflicts of interest and actions at all times in the best interests of United Way of Northwest Arkansas. The purpose of the conflicts of interest policy (set forth below) is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of United Way of Northwest Arkansas. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of United Way of Northwest Arkansas.
2. A conflict of interest is conduct, a transaction or relationship that presents or might conflict with a Board member's obligations owed to the United Way of Northwest Arkansas and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to United Way of Northwest Arkansas. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or United Way of Northwest Arkansas Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the United Way of Northwest Arkansas Executive Committee through the annual disclosure form and/or to the Board whenever a conflict arises. Disinterested members of the United Way of Northwest Arkansas Executive Committee shall make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate (if any). The United Way of Northwest Arkansas Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall

be provided to and reviewed by the United Way of Northwest Arkansas Executive Committee, as well as all other conflict information, if any, provided by Board members.

June 2016

CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the conflicts of interest policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a United Way of Northwest Arkansas Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the United Way of Northwest Arkansas Board of Directors in writing.

Disclosure of Actual or Potential Conflicts of Interest:

I acknowledge and agree that my selection for service on the Board and the opportunities made available to me by serving on the Board constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

In my individual capacity:

Signature: _____

Name: _____

Date: _____