

Conflict of Interest Policy

1. Purpose

The purpose of this Conflict-of-Interest Policy (“Policy”) is to protect the integrity of Accola’s decision-making processes and to ensure that decisions are made in the best interests of Accola and its charitable mission. This Policy is intended to:

- Protect Accola when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Responsible Person;
- Protect the integrity and reputation of Accola’s Board of Directors, officers, committee members, volunteers, and staff leadership;
- Enable Accola’s constituencies and the public to have confidence in the organization’s governance; and
- Ensure compliance with applicable federal and state laws governing conflicts of interest for nonprofit and charitable organizations.

This Policy supplements, but does not replace, any applicable state or federal laws governing conflicts of interest.

2. Scope and Covered Persons

This Policy applies to all **Responsible Persons**, defined as:

- Members of the Board of Directors;
- Officers of Accola; and
- Members of Board committees or other committees with delegated authority from the Board of Directors.

3. Definitions

Conflict of Interest

A Conflict of Interest exists when a Responsible Person has a direct or indirect interest that could reasonably be expected to influence the person’s judgment or actions in matters involving Accola.

Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which Accola has or is considering a transaction or arrangement;
- A compensation arrangement with Accola or with any entity or individual with which Accola has or is considering a transaction or arrangement; or
- A potential ownership, investment interest, or compensation arrangement with any entity or individual with which Accola is negotiating a transaction or arrangement.

Material Financial Interest

A financial interest that, in view of all circumstances, is substantial enough that it could reasonably be expected to affect a Responsible Person's judgment.

Family Member

A spouse, domestic partner, parent, child, spouse of a child, sibling, or spouse of a sibling of a Responsible Person.

Contract or Transaction

Any agreement or relationship involving the sale or purchase of goods, services, or rights; the provision or receipt of a loan or grant; or any other financial or pecuniary relationship involving Accola. A gift to Accola is not a Contract or Transaction.

4. Duty to Disclose

In connection with any actual or potential Conflict of Interest, a Responsible Person must disclose the existence of the interest and all material facts to the Board of Directors or the appropriate committee as soon as the Conflict of Interest is known.

Disclosure shall be made:

- Prior to any Board or committee action on the matter; or
- To the Chair of the Board or committee if the Responsible Person is not present at the meeting.

All disclosures shall be documented in the meeting minutes.

5. Determination of Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts:

- The Responsible Person may answer questions or provide information as requested;
- The Responsible Person shall then leave the meeting during discussion and deliberation regarding the matter; and
- The remaining disinterested Board or committee members shall determine whether a Conflict of Interest exists.

6. Procedures for Addressing a Conflict of Interest

If a Conflict of Interest is determined to exist:

- The Responsible Person shall not participate in discussion, deliberation, or voting on the matter;
- The Responsible Person shall not attempt to influence the decision inside or outside of the meeting;
- The Responsible Person shall not be counted in determining quorum for the vote; and
- The Conflict of Interest, recusal, and vote outcome shall be documented in the meeting minutes.

The Chair of the Board or committee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed Contract or Transaction.

After exercising due diligence, the Board or committee shall determine whether Accola can obtain a more advantageous arrangement that does not give rise to a Conflict of Interest. If not reasonably possible, the Board or committee shall determine by a majority vote of disinterested members whether the transaction is in Accola's best interest, fair, and reasonable.

7. Compensation-Related Conflicts

- A voting member of the Board of Directors who receives compensation, directly or indirectly, from Accola for services is prohibited from voting on matters pertaining to that member's compensation.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation from Accola is prohibited from voting on matters pertaining to that compensation.
- Nothing in this section prohibits a Responsible Person from providing information regarding compensation when requested by the Board or a committee.

8. Outside Activities, Gifts, and Competition

Responsible Persons shall avoid outside activities, interests, or relationships that could interfere with their duty of loyalty to Accola. This includes:

- Competing with Accola in the provision of services or business opportunities;
- Accepting gifts, gratuities, or entertainment from individuals or entities doing business with or seeking to do business with Accola, except items of nominal or insignificant value not intended to influence decision-making.

9. Confidentiality

Responsible Persons shall maintain the confidentiality of information acquired through their service to Accola and shall not use such information for personal gain or the benefit of a Family Member or other entity.

10. Violations of the Policy

If the Board or a committee has reasonable cause to believe that a Responsible Person has failed to disclose an actual or potential Conflict of Interest, it shall:

- Inform the individual of the basis for the concern;
- Provide an opportunity for explanation; and

- Take appropriate corrective or disciplinary action if a violation is confirmed.

11. Annual Disclosure and Acknowledgement

Each Responsible Person shall annually:

- Receive a copy of this Policy;
- Certify that they have read and understand the Policy;
- Disclose any actual or potential Conflicts of Interest; and
- Affirm their agreement to comply with the Policy.

New Responsible Persons shall complete this acknowledgement as part of onboarding.

12. Review and Administration

This Policy should be reviewed periodically by the Board of Directors and updated as necessary. Any amendments shall be approved by the Board of Directors and communicated promptly to all Responsible Persons.

Adopted pursuant to Article X of the Accola Amended and Restated Bylaws.