

3/30/2024

TKDNS 5.0

Conflict of Interest



Approved: June 2015
Revised: March 30, 2024

5.0 - Conflict of Interest

1. **Definition**

- 1.1. A "conflict of interest" is any situation where:
 - 1.1.1. Your personal interests, or
 - 1.1.2. Those of a business associate, corporation, or partnership in which you hold a significant interest or
 - 1.1.3. A person to whom you owe an obligation could influence your decisions and impair your ability to:
 - 1.1.3.1. Act in TKDNS's best interests, or
 - 1.1.3.2. Represent TKDNS fairly, impartially and without bias.
- 1.2. An "indirect benefit" is:
 - 1.2.1. A benefit derived by a close friend, family member, business associate, or a corporation or partnership in which you hold a significant interest, or
 - 1.2.2. A benefit which advances or protects your interests although it may not be measurable in money.
- 1.3. "TKDNS information" is information that is acquired solely by reason of involvement with TKDNS and which TKDNS is under an obligation to keep confidential.

2. **Scope**

- 2.1. All members of the TKDNS Board of Directors are obligated to sign copy of this Conflict-of-Interest declaration form.
- 2.2. Such signed forms will remain on file with the Secretary of the TKDNS.

3. **Optics**

- 3.1. It is important to note that perception is reality, and a "conflict of interest" exists if the decision could be or could appear to be influenced - it is not necessary that influence takes place.
- 3.2. The "appearance of a conflict of interest" occurs when a reasonably well-informed person properly could have a reasonable perception that you are making decisions on behalf of TKDNS that promote your personal interests or those of a person described in paragraph 1.1.2.

4. **General Duties**

- 4.1. Unless authorized to do so by the Board, or by a person the Board designates, you may not:
 - 4.1.1. Act on behalf of TKDNS, or deal with TKDNS, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor

- 4.1.2. Use your position, office, or affiliation with TKDNS to pursue or advance your personal interests or those of a person described in paragraph 1.1(b).
- 4.2. You must immediately disclose a conflict of interest to the Board of Directors either in writing or as recorded at a Board of Directors' meeting. It is important to make the disclosure when the conflict first becomes known. If you do not become aware of the conflict until after a matter is concluded, nevertheless you must still make the disclosure immediately.
- 4.3. If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Board of Directors or a person the Board designates.
- 4.4. Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists by:
 - 4.4.1. Promptly declaring to the Board of Directors any conflict of interest as defined by this policy and asking that such declaration be recorded in the minutes.
 - 4.4.2. Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.
 - 4.4.3. Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board of Directors, or elsewhere.
 - 4.4.4. Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board of Directors.

5. More About Avoiding a Conflict of Interest

- 5.1. You must not:
 - 5.1.1. Use your relationship with TKDNS to confer a benefit on a person described in paragraph 1.1.2.
 - 5.1.1.1. This duty does not prevent you or anyone else from conducting business with other people connected with TKDNS.
 - 5.1.2. Personally benefit from any business activity involving TKDNS except in unique situations, authorized by the Board.
 - 5.1.3. Indirectly benefit from any business activity involving TKDNS except in unique situations, authorized by the Board.

6. Using TKDNS Property and TKDNS Information

- 6.1. You must have authorization from the Board, or from a person the Board designates:
 - 6.1.1. To use, for personal purposes, property owned by TKDNS, or
 - 6.1.2. To purchase TKDNS property unless it is through channels of disposition equally available to the public and all members. Even then you may not purchase the property without authorization if you are involved in some aspect of the sale.

- 6.2. You may not take personal advantage of an opportunity available to TKDNS unless:
 - 6.2.1. TKDNS has irrevocably decided against pursuing the opportunity, and
 - 6.2.2. This duty does not prevent you or anyone else from transacting business with other people connected with TKDNS.

- 6.3. TKDNS information:
 - 6.3.1. May be used only for TKDNS purposes.
 - 6.3.2. May not be used for your personal benefit.
 - 6.3.3. Must be protected from improper disclosure.
 - 6.3.4. Any abuse or misuse of TKDNS information by any party must be reported to the Board.

- 6.4. You may divulge TKDNS information if:
 - 6.4.1. You are authorized by the Board or by a person designated by the Board to release it, and
 - 6.4.2. It is to a person who has a lawful right to the information.

- 6.5. If you are in doubt about whether TKDNS information may be released, you must request advice from the Board or from a person the Board designates.

7. Rules about Gifts

- 7.1. You may accept a gift made to you because of your involvement in TKDNS in the following circumstances:
 - 7.1.1. The gift has no more than token value
 - 7.1.2. It is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together
 - 7.1.3. The exchange is lawful and in accordance with local ethical practice and standards, and
 - 7.1.4. The gift could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.

- 7.2. You may not use TKDNS property to make a gift, charitable donation, or political contribution to anyone on behalf of TKDNS.

- 7.3. Any gift must have the authorization of the Board of Directors or a person the Board designates.