

MOUNT HOLYOKE

POLICY ON CONFLICTS OF INTEREST

Trustees and others with significant responsibilities for Mount Holyoke have a fiduciary duty of loyalty to the College. At all times they shall act in a manner consistent with this fiduciary obligation and shall exercise particular care that no detriment to the interests of the College (or appearance of such detriment) may result from a conflict between those interests and any personal interests which the individual Trustee or other key individual may have. This duty manifests itself in the requirements to avoid conflicts of interest wherever possible and to deal openly and fairly with the College with respect to matters which are conflicts of interest. Each individual is also expected to avoid actions or situations that create the appearance of a conflict of interest.

This policy applies to the following Covered Persons:

- all members of the Board of Trustees;
- all non-Trustee members of Board committees or subcommittees;
- all Officers of Mount Holyoke College as defined in the By-laws of The Trustees of Mount Holyoke College;
- all “key individuals” as defined in Exhibit I of this policy.
- the “family” of a Trustee, non-Trustee member of a Board committee, Officer, or key individual, which includes his or her spouse, living ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren and great-grandchildren and any others living in the same household.

A conflict of interest can arise whenever a Trustee, non-Trustee member of a Trustee committee, Officer, or other key individual or a member of his or her family (Covered Persons): (1) has an existing or potential interest which impairs or might appear to impair his or her independent judgment in the discharge of responsibilities to the College or (2) may receive a material benefit from knowledge of information which is confidential to the College, or (3) may receive a personal gain or advantage by taking an action on behalf of the College. Any contemplated contract, transaction or compensation arrangement between the College and an individual or entity with whom a Covered Person has an official relationship may give rise to a conflict of interest. In this context, “official relationship” means serving as an officer, director, employee, partner, proprietor, or directly or indirectly owning or controlling an entity that does business with the College. A Covered Person “owns” an entity if, individually or collectively with his or her family, the Covered Person directly or indirectly holds more than 35% of the voting membership rights or voting stock in an entity. A Covered Person “controls” an entity if, individually or collectively with his or her family, the Covered Person comprises over 35% of the directors, trustees or other members of the governing body of an entity. Additionally, a conflict may arise if any Covered Person covered under this policy has a family or business relationship with any other individual covered under the policy.

It is impossible to enumerate all situations that might be considered conflicts, but interests and relationships that give rise to potential conflicts include the following:

1. Official relationship with commercial or investment banks with which the College regularly does business.
2. Official relationship with investment advisors, managers or other investment professionals with which the College does business.

3. Official relationship with suppliers of other goods or services to the College.
4. Official relationship with insurance agents or carriers doing business with the College.
5. Business relationships among covered individuals.
6. Family relationships with employees of the College or among covered individuals.
7. Consideration of compensation arrangements for key individuals.

Acceptance of gifts in a business relationship can also result in a conflict of interest. No gift, entertainment, favor, loan, gratuity, promise of employment or any other thing of monetary value should be solicited or accepted from any individual or entity that has or seeks to have a business relationship with the College. This applies to any Covered Person, whether the item is accepted or solicited directly or indirectly through a family member or agent. An exception to the preceding is that a Covered Person may accept an occasional unsolicited gift or entertainment such as a holiday basket or attending a sporting or cultural event if it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, (5) does not violate any laws or regulations, and (6) the cumulative annual market value of the gifts or entertainment does not exceed \$250. Business meals, where business is conducted in conjunction with a meal and which meets the first five criteria listed in the previous sentence, are not considered gifts. Any exception to these restrictions should be approved by the Vice President for Finance and Administration in advance and should be disclosed in the annual Conflict of Interest statement.

I. Conflicts of Interest with respect to Particular Transactions

If a Covered Person believes that he or she may have a conflict of interest with respect to any *particular* contract, transaction, or compensation arrangement, he or she shall promptly and fully disclose in good faith the potential conflict to the President and Chair of the Board of Trustees, through the Secretary of the Board of Trustees (for Trustees) or the Audit Committee via the Vice President for Finance and Administration (for individuals other than Trustees).

- A. If the President and the Chair of the Board of Trustees determine that there is no conflict of interest with respect to a particular contract, transaction or compensation arrangement involving a Covered Person, they need not notify the Board of Trustees, but the Secretary of the Board shall keep a record of the decision which shall be available to Board members upon request.
- B. If the President and the Chair of the Board determine that there is in fact a conflict of interest concerning a particular contract, transaction or compensation arrangement with respect to a Covered Person, the following procedure shall be followed:
 - 1) The conflict shall be reported to the full Board, and the affected individual shall agree to answer any questions about the matter that other Board members may have.
 - 2) The Board or committee or sub-committee must obtain and review, prior to taking any vote, appropriate data as to the comparability of the proposed contract, transaction or

- compensation arrangement to other, substantially similar contracts, transactions or compensation arrangements.
- 3) If the particular transaction requires a vote of the Board, or of one of its committees, the affected individual shall not be counted for purposes of a quorum nor shall he or she participate in the discussion or vote on the matter.
 - 4) Such contract, transaction or compensation arrangement must be approved by a two-thirds vote of all members of such board or committee entitled to vote on such contract, transaction or compensation arrangement.
 - 5) The minutes shall reflect:
 - I. the fact that the individual did not vote on the issue;
 - II. the terms of the contract, transaction or compensation that were approved and the date it was approved;
 - III. the members of the Board or committee or sub-committee who were present during the discussion of the contract, transaction or compensation arrangement that was approved and those who voted on it;
 - IV. the comparability data obtained and relied upon by the Board or committee or sub-committee and a description of how the data was obtained; and
 - V. any actions taken by the Trustee or key individual who has the conflict of interest with respect to consideration of the contract, transaction or compensation arrangement.

- C. In any case in which the potential conflict with respect to a *particular* transaction involves either the President or the Chair of the Board of Trustees, the affected party shall notify the other through the Secretary of the Board of Trustees, and the conflict shall then be reported to the full Board, and the President or Chair of the Board shall agree to answer any questions about the matter that other Board members may have. If the particular transaction requires a vote of the Board, or one of its committees, the President or Chair shall not be counted for purposes of a quorum nor shall he or she participate in the discussion or vote on the matter. The Board, committee or subcommittee shall follow the procedure outlined in Section B above.

II. Annual Disclosure of Potential Conflicts of Interest

Each member of the Board of Trustees, non-Trustee member of a Trustee committee, Officer, and each other key individual shall complete and file an annual Conflict of Interest Disclosure Form, in the form attached hereto, with the Secretary of the Board of Trustees (for Trustees) or the Audit Committee via the Vice President for Finance and Administration (for individuals other than Trustees). The Audit Committee shall annually review all information disclosed and advise the President and the Chair of the Board as to potential conflicts. The Audit Committee may, at its discretion, delegate this annual review to the Chair of the Committee. The completed Disclosure Forms are available to all Board members upon request. Each individual shall agree to answer any questions about potential conflicts that Board members may have.

III. Confidentiality Policy

All information concerning actual or potential conflicts of interest on the part of all members of the Board of Trustees or others with key responsibilities to the college (Covered Persons) shall be held in confidence by the Board and its staff and by the President unless the best interests of the College dictate otherwise. Any disclosure beyond the members of the Board of Trustees and the President shall take place only upon majority vote of the Board of Trustees.

11/4/78

Reviewed January 1990

Revised February 2004

Revised May 2007

Revised October 2008

Revised October 2009

Revised May 2010

Revised January 2012

Revised October 2013

**CONFLICT OF INTEREST POLICY
LIST OF KEY INDIVIDUALS
OTHER THAN BYLAW-DEFINED OFFICERS**

403(b) Investment Committee

Accounting Manager-Disbursements and Grants

Accounting Manager-Financial and Tax Reporting

Assistant Dean of Students and Director of Residential Life

Assistant Dean of Students and Director of Student Programs

Assistant Director of Cash Operations, Dining Services

Assistant Director of Conference and Event Services

Assistant Director of Construction Management, Facilities Management

Assistant Director of Dining Services

Assistant Director of Landscape and Cleaning Services, Facilities Management

Assistant Director of Operations and Budget, Facilities Management

Assistant Director of Willits-Hallowell

Assistant Treasurer

Associate Dean of the College

Associate Dean of Faculty

Associate Dean of Faculty for Science and Science Center Director

Associate Director and Chief Engineer, Facilities Management

Associate Director of Budget, Contracts and Procurement, LITS

Associate Director of Dining Services

Associate Directors of Admission

Budget Director

Chief Information Officer and Executive Director of LITS

Chief of Staff

Comptroller

Deputy Chief of Campus Police

Director of AccessAbility Services

Director of Art Museum

Director of Auxiliary Services

Director of Campus Technology and Media Support, LITS

Director of Career Development Center

Director of Counseling Service

Associate Director of Discovery and Access, LITS

Director of Branding, Communications and Marketing

Director of Dining Services

Director of Discovery and Access, LITS

Director of Environmental Health and Safety and Sustainability

Director of Equestrian Center

Director of Facilities Management and Planning

Director of Foundation Relations and Sponsored Research

Director of Frances Perkins Program & Coordinator of Transfer Affairs

Director of Government and Community Relations

Director of Health Services

Director of Human Resources

Director of Institutional Research

Director of Physical Education and Athletics

Director of Research and Instructional Support, LITS

Director of Strategic Marketing and Communications

Director of Student Financial Services

Director of Student Success Initiatives

Director of Technology, Infrastructure and Systems Support, LITS

Director of Web Communications

Director of Willits-Hallowell Center and Conference Services

Directors of Professional and Graduate Education Program

Executive Director for Advancement

Executive Director of Professional and Graduate Education Program

Head of Network, Systems and Applications Support

Lead Coordinator, Student Success Initiatives

Manager, Media Resources

Manager of Facilities Systems, Facilities Management

Media Relations Manager

Purchasing Director

Registrar

Risk Manager, Five Colleges, Inc.

Stockroom Supervisor

Technology Asset Coordinator