The members of the Board of Directors and, the executive officers (hereinafter “Directors and Officers”) of the Network of California Community College Foundations (hereinafter “NCCCF”) owe a duty of loyalty to NCCCF, which requires that in serving the NCCCF they act, not in their personal interests or in the interests of others, but rather solely in the interests of NCCCF. Directors and Officers must have undivided allegiance to the mission of NCCCF and may not use their positions as Directors and Officers, information they have about NCCCF, or property of NCCCF, in a manner that allows them to secure a pecuniary benefit for themselves or their relatives.

The NCCCF Bylaws state in Article X, Conflict of Interest: “No Directors shall be financially interested in any contract or other transaction entered into by the Board of Directors, and any contract or transaction entered into in violation of this is void. No Director may utilize information obtained by reason of Board membership for personal gain, and the Board of Directors may recover such gain realized.”

The conduct of personal business between any Director or Officer and NCCCF is prohibited. Business transactions of NCCCF in which a Director or Officer has an interest shall not be prohibited, but they shall be subject to close scrutiny. Such proposed transactions shall be reviewed carefully to determine that they are in the best interests of NCCCF and that they will not lead to conflict of interest. For the purposes of this policy, a Director or Officer has an interest in a proposed transaction if he or she or a relative has a substantial financial interest in it, has a substantial financial interest in any entity involved in the proposed transaction, or holds a position as trustee, director, general manager, or principal officer in any such entity. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the Director or Officer is similar to that of persons who are related by blood or marriage.

Prior to the start of any consideration or discussion, Directors and Officers are expected to make full disclosure to the best of their knowledge of any dual interest in a proposed transaction by submitting a report to the President of the Board of Directors or other officer designated by the President to handle such matters, supplying any reasons why the transaction is, or is not, in the best interest of NCCCF. In matters requiring prior approval of the Board of Directors, the President or other officer shall forward copies of this disclosure report to the Board of Directors before its approval.

A Director with a dual interest in a proposed transaction shall not vote on the matter and a Director or an Officer with a dual interest shall be excluded by the President from any discussion of the matter. An Officer who has an actual or potential conflict shall not be substantively involved in decision-making affecting the proposed transaction.

A Director or Officer shall not use inside information of NCCCF for his or her personal benefit or for the benefit of a relative or business associate, or use such inside information or his or her position as Director or Officer to the detriment of NCCCF. Inside information is information obtained through the Director’s or Officer’s position that has not become public information.

On an annual basis, each Director or Officer shall complete a Director and Officer Disclosure Statement.

**Disclosure Statement**

This Disclosure Statement is designed to help Directors and Officers meet their continuing responsibility to disclose potential conflicts of interest.

Part A provides instructions to report potential conflicts of interest as they may arise. Parts B and C should be completed, signed, and dated, and returned to the Secretary of NCCCF.

**Part A. Instructions for Disclosure of Potential Conflicts of Interest**

If you have reason to believe that you may have an interest in a proposed business transaction of NCCCF, you are requested to prepare a brief letter to the President or other designated officer describing the proposed transaction, your interest in it, and your views, if any, as to why the transaction is, or is not, in the best interests of NCCCF. This information should be provided to the President prior to the opening of any negotiations or discussions concerning the transaction.

A Director or Officer is considered to have an “interest” in a business transaction if he or she: (1) has a substantial financial in it; or (2) has a substantial financial interest in any organization involved in the proposed transaction; or (3) holds a position as trustee, director, general manager, or principal officer in any such organization; or (4) if his or her relative has such an interest. A relative is any person who is related by blood or marriage, or whose relationship with the Director or Officer is similar to that of persons who are related by blood or marriage.

A proposed transaction in which a Director or Officer has an interest will be reviewed carefully to ensure that it is in the best interests of the Network. The President or other designated officer may recommend measures to ensure that the transaction will not present a conflict of interest or the appearance of a conflict of interest.

If there is any question in your mind, whether your interest in a transaction warrants disclosure, you should disclose the interest. If you have any questions about the application of the Board’s policy on transactions between NCCCF and Directors or Officers, please contact the NCCCF Board President.

**Part B. Organizations Doing Business with NCCCF in Which You Have an Interest**

In the space below, please list all organizations: (1) in which you have a substantial financial interest; or (2) in which you hold a position as trustee, director, general manager, or principal officer; or (3) in which your relative has such an interest or position, if those organizations engage in business transactions with NCCCF (including contracts, grants, loans, or other transactions), or if you anticipate that they will do business with NCCCF in the coming fiscal year. Enter “N/A” if you have no organizations to report.

Name of Organization Nature of Interest in Organization

(Attach additional sheets if necessary)

I certify that the above information is correct to the best of my knowledge.

Name of Director or Officer:

Signature:

Date:

**Part C. Transactions During the Fiscal Year Ending June 30, 2018**

In the space below, please provide a description of any and all business transactions of NCCCF during the fiscal year: (1) in which you have had a substantial financial interest; or (2) that involve an organization in which you have a substantial financial interest; or (3) that involve an organization in which you hold a position as trustee, director, general manager, or principal officer; or (4) in which your relative has such an interest or position. Include a brief description of each transaction, and a description of your interest in the transaction. Enter “N/A” if you have no transactions to report.

(Attach additional sheets if necessary.)

I certify that the above information is correct to the best of my knowledge.

Name of Director or Officer:

Signature:

Date:

**Agreement to Adhere to**

**Directors and Officers**

**Conflict-of-Interest Policy**

I [name],

[Title],

Understand that the purposes of the Directors and Officers Conflict-of-Interest Policy (hereinafter “Policy”) are to protect the integrity of Network of California Community College Foundations (hereinafter “NCCCF”) decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of staff, officers, and board members. Upon or before election of hiring I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it annually.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my relatives, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for discussion and will not be permitted to vote on the question.

I understand that the Policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

I agree to adhere to the NCCCF Directors and Officers Conflict-of-Interest Policy.

Signature Date