



Policy & Procedures: FireSafe Montana	Form 1023 Part V, Line 5a
Title: Conflict of Interest Policy	Revision Date:
Approved:	P&P #: FSM-03

Article I
Purpose

The purpose of this conflict of interest policy is to protect the interests of FireSafe Montana (hereinafter, “FSM”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any officer or director of FSM or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and/or federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Article II
Definitions

Section 1. Interested Person. Any FSM director, principal officer, or member of an FSM committee with Board of Directors-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

Section 2. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which FSM has a transaction or arrangement,
- b. A compensation arrangement with FSM or with any entity or individual with which FSM has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FSM is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, of this Conflict of Interest Policy, a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.



Article III **Procedures**

Section 1. *Duty to Disclose* In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors-delegated powers considering the proposed transaction or arrangement.

Section 2. *Determining Whether a Conflict of Interest Exists.* After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Section 3. *Procedures for Addressing the Conflict of Interest*

a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The president of the Board of Directors or committee chair, or his/her alternate, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors or committee shall determine whether FSM can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in FSM's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Section 4. *Violations of the Conflicts of Interest Policy*

a. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.



b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV **Records of Proceedings**

The minutes of any meeting of the Board of Directors or any committee with Board-delegated powers at which possible conflicts of interest are discussed shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V **Compensation**

Section 1. *Preclusion from voting on certain matters at Board of Directors meetings.* A voting member of the Board of Directors who receives compensation, directly or indirectly, from FSM for services is precluded from voting on matters pertaining to his or her compensation.

Section 2. *Preclusion from voting on certain matters at committee meetings.* A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FSM for services is precluded from voting on matters pertaining to his or her compensation.

Section 3. *Prohibition from providing certain information.* No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from FSM, either individually or collectively, is prohibited from providing information to any committee regarding compensation.



Article VI
Agreement to Comply

Each director, principal officer and member of a committee with Board of Directors-delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands FSM is a charitable organization and, in order to maintain its federal tax exemption, must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure that FSM operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to FSM's written policies, are properly recorded, reflect reasonable investments or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews provided for in Article VII, FSM may, but is not required to, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

