NASHUA RIVER WATERSHED ASSOCIATION
CONFLICT OF INTEREST POLICY

1. Purpose
The effectiveness of the Nashua River Watershed Association (NRWA) is dependent upon its credibility. This conflict of interest policy is designed to help directors, officers and employees of the NRWA identify situations that may present potential real or apparent conflicts of interest. In addition, this policy will provide the NRWA with a procedure which will allow a transaction to be treated as valid and binding, even though a director, officer or employee has or may have a conflict of interest with respect to a particular transaction.

The Conflict of Interest Policy was adopted by the Board of Directors on September 9, 2008.

2. Definitions
   A. Conflict of Interest is any circumstance described in Section 3 below of this Policy.
   
   B. Responsible Person is any person serving as an officer, employee or member of the Board of Directors of the NRWA.
   
   C. Family Member is a spouse, domestic partner, parent, child or spouse of a child, sibling or spouse of a sibling of a Responsible Person.
   
   D. Material Financial Interest in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party.
   
   E. Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by the NRWA. The making of a gift to the NRWA is not a Contract or Transaction.
3. **Conflict of Interest Defined**

For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

**A. Outside Interests**

(i) A Contract or Transaction between the NRWA and a Responsible Person or Family Member; or

(ii) A Contract or Transaction between the NRWA and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

**B. Outside Activities**

(i) A Responsible Person competing with the NRWA in the rendering of services or in any other Contract or Transaction with a third party; or

(ii) A Responsible Person’s having a Material Financial Interest in or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative of, or consultant to an entity or individual that competes with the NRWA in the provision of services or in any other contract or Transaction with a third party.

**C. Gifts, Gratuities and Entertainment**

Under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties, a Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:

(i) does or is seeking to do business with, or is a competitor of the NRWA; or

(ii) has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the NRWA

This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of NRWA.

4. **Procedures**

**A.** Prior to any board or committee discussion or action on a Contract or Transaction at a meeting, a Responsible Person having a Conflict of Interest and in attendance at such meeting shall disclose said Conflict of Interest. Such disclosure shall be reflected in the minutes.
B. A director or officer who does not plan to attend a meeting at which he or she believes the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting said Conflict of Interest. The chair shall report the disclosure at the meeting and such disclosure shall be reflected in the minutes.

C. A Responsible Person who has a Conflict of Interest shall not be present to hear the board’s or committee’s discussion of the matter except to disclose material facts and/or to respond to questions. Such Responsible Person shall not attempt to exert his or her influence with respect to the matter, either at or outside the meeting.

D. A director or officer who has a Conflict of Interest on a Contract or Transaction that will be voted on at a meeting shall not be counted in determining a quorum, nor shall the director or officer be present during the vote. Such director’s or officer’s inability to vote shall be reflected in the minutes of the meeting.

E. Responsible Persons who have a Conflict of Interest with respect to a Contract or Transaction that is not subject to Board or committee action shall disclose to the chair such Conflict of Interest. The Responsible Person shall refrain from any action that may impact participation by the NRWA in such Contract or Transaction.

5. Confidentiality

Each Responsible Person shall exercise care not to disclose confidential information or other information the disclosure of which may adversely impact the interests of the NRWA. A Responsible Person shall not use or disclose information relating to the business of the NRWA for personal profit or advantage of the Responsible Person or a Family Member.

6. Review of Conflict of Interest Policy

A. Each Responsible Person shall be required to receive and review a copy of this Conflict of Interest Policy and to acknowledge in writing that he or she has done so.

B. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to a non-profit organization, or ownership of a business that might provide goods or services to the NRWA. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the President of the Board of Directors, the Executive Director, and any committee appointed to address Conflicts of Interest and only to the extent that disclosure is necessary in connection with implementation of this Policy.

C. This Policy shall be reviewed and signed annually by each member of the Board of Directors. Any changes in Policy shall be communicated immediately to all Responsible Persons.
NASHUA RIVER WATERSHED ASSOCIATION
CONFLICT OF INTEREST - ANNUAL STATEMENT

Name: ________________________________

Other than the matters, issues or affiliations listed below, I do not believe I have any conflict of interest relative to the Nashua River Watershed Association, as defined in the Nashua River Watershed Association Conflict of Interest Policy:

I hereby acknowledge receipt and understanding of the Nashua River Watershed Association Conflict of Interest Policy and agree to abide by it. I further certify that the above information is true and complete to the best of my knowledge.

Signature: ___________________________ Date: ________________

NRWA "Conflict of Interest" Policy as Adopted 9-09-08. Four Pages Total. 4