



CONFLICT OF INTEREST POLICY AND FORM

The Cabrillo College Foundation provides the following policy to insure that any financial decision made by directors, officers of the Foundation, or employees is made free of favoritism or conflict of interest and is based entirely on merit:

1. Every director of the Foundation and every non-director who is an officer of the Foundation, or employee ("director, officer, or employee") shall complete a Conflict of Interest Statement in the form attached and submit to the board of the Foundation promptly as soon as the director, officer, or employee takes on such position and annually thereafter by the first quarterly board meeting.
2. Notwithstanding the completion of the annual Conflict of Interest Statement, whenever a director, officer, or employee (or his or her family member or business associate, as defined in paragraph 3) contemplates entering into a business or financial relationship with the Foundation, such director, officer, or employee will
 - a. disclose the possible relationship and the material facts involved in it to the board of directors of the Foundation,
 - b. answer any questions from other board members or staff about the potential relationship, but otherwise not participate in discussion,
 - c. leave the room to allow the board to complete its discussion and vote, and
 - d. be ineligible to vote on the matter.
3. Approval of the transaction shall require the affirmative vote of a majority of the directors then in office (not counting the vote of the conflicted director), and such directors must, prior to voting, have knowledge of the material facts concerning the transaction and the conflicted director's interest in it. A conflicted director may be counted toward the quorum for a meeting of the board.
4. For purposes of this policy, family members consist of the spouse, dependent children, and any relative living in the household of the director, officer, or employee; and business associates consist of any partner of a partnership or co-owner of a privately held business, whether corporation or sole proprietorship or other form, of which the director, officer, or employee, (or his or her family member) is also a partner or co-owner.
5. As required by Section 5233 of the California Corporations Code, the Foundation shall not enter into a business or financial relationship as described in paragraph 2 unless the board first determines that
 - a. the transaction is for the Foundation's own benefit,

- b. the transaction is fair and reasonable to the Foundation at the time the Foundation enters into it,
 - c. the board considered and in good faith determined after reasonable investigation under the circumstances that the Foundation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.
6. Family members and business associates of a director, officer, or employee may be unpaid volunteers for the Foundation but may not be employees of the Foundation or otherwise paid work done for the Foundation without compliance with paragraphs 2 and 4.
7. A director who occupies the position of unpaid director, officer, trustee, or other unpaid position of another charitable corporation or organization or of a governmental entity will not be deemed, because of such position, to have a conflict of interest with respect to transactions between the Foundation and such other corporation, entity, or organization. However, any such director shall disclose such relationship at the outset (or as soon thereafter as reasonably possible) of any discussion by the Foundation board of such a transaction and shall, if the Foundation board so requests (by majority vote of the other directors then present and voting), refrain from voting on such transaction.
8. The provisions of this resolution shall also apply to matters arising before the Executive, Finance, and Audit committee of the board as well as before the board itself; and in such circumstances, references to the "board" will refer to those committees and the board itself.

Conflict of Interest Statement

Cabrillo College Foundation

I, _____[name] , _____[position with the Foundation], hereby certify that I have read and understand the conflict of interest policy of the Cabrillo College Foundation("Foundation") and that to the best of my knowledge, I have no conflict of interest with respect to the board or any committee of the Foundation, except as follows:

I further agree that should any matter arise in which I have or potentially have a conflict of interest I will, as soon as I become aware of such conflict, declare such conflict to the board and to any applicable committee of the board and shall follow the provisions of the Foundation's conflict of interest policy.

I acknowledge that, as a member of the board of directors of the Foundation or as a non-director officer of the Foundation, or as an employee, I am obligated to act in a manner which I in good faith believe is in the best interests of the Foundation and may not use my position with the Foundation to further my own personal or business interests or the interests of any organization of which I am an officer, director, trustee, or employee, except as specifically allowed by the conflict of interest policy and in accordance with its provisions.

Signature

Date

Print name