

**AUBURN ALUMNI ASSOCIATION
CONFLICTS OF INTEREST POLICY
MEMBERS OF THE BOARD OF DIRECTORS AND OFFICERS**

WHEREAS, the Auburn Alumni Association Board of Directors, on Month dd, yyyy, approved and included a Conflicts of Interest Policy for Auburn Alumni Association Board of Directors within the Auburn Alumni Association Bylaws, Article XIII; and

WHEREAS, effective governance of the Auburn Alumni Association depends upon the willingness of the Board members to give of their time and energy for the benefit of the institution and the Auburn alumni; and

WHEREAS, the members of the Auburn Alumni Association Board of Directors hold positions of public trust and act in a fiduciary capacity that requires unquestioned confidence in their professional integrity on the part of all association members; and

WHEREAS, in exercising its responsibilities, the Board of Directors should conduct its affairs in a way that will demonstrate that its decisions are based solely and entirely upon an understanding of what is in the best interests of the Auburn Alumni Association and Auburn University; and

WHEREAS, the Auburn Alumni Association Board of Directors should consist of individuals with diverse backgrounds and successful involvement in business, industry, the professions, government, and other endeavors and, as a result, such members necessarily bring with them potential exposure to decisions that may directly or indirectly affect their outside business or professional responsibilities or their personal interests; and

WHEREAS, service on a governing board carries with it a requirement of loyalty and fidelity to the institution served, and it is the responsibility of the members of the board to govern the Alumni Association's affairs honestly, effectively and economically, and to render independent judgments where the benefit of the association is the sole concern; and

WHEREAS, the Auburn Alumni Association Board of Directors desires that all of its transactions should be conducted in compliance with the highest ethical and moral standards, and further in compliance with applicable law and in an environment where the Association's constituencies are assured that any potential duality of interest or possible conflict of interest of any member of the Board shall be fully disclosed and such member shall have no involvement in any decision where such a conflict is present.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Auburn Alumni Association, as follows:

1. A member of the Board of Directors shall, when making decisions in that capacity, exercise independent judgment so that no minority cohort of the Board, or organization or interest separate from the Board, controls the decisions of the Board.

2. A member of the Board of Directors shall not use his or her position to profit financially from any service on the Board.
3. To avoid any real or potential conflicts of interest involving the position of a Board Member of Auburn Alumni Association and any business or economic interest which said member has, the board member shall fully and publicly disclose said interest and will not participate in the discussion, debate, or voting upon said matter. Said disclosure shall be duly noted in the minutes of the meeting of the Board of Directors or committee, if appropriate. The Auburn Alumni Association Board of Directors or a duly charged committee thereof, has the responsibility for administering any disclosures identified through implementation of this policy.
4. No member of the Auburn Alumni Association shall disclose confidential information regarding current or planned decisions or actions to others.
5. Upon election to the Auburn Alumni Association Board of Directors, each member shall affirm in a manner set forth by the Board of Directors, or a duly charged committee thereof, that he or she has reviewed this policy and will comply with its requirements.

BE IT FURTHER RESOLVED that this policy shall become effective the date indicated below, and remain in effect indefinitely unless modified or eliminated by majority action of the Auburn Alumni Association Board of Directors.

Conflicts of Interest Statement Adopted: Month dd, yyyy
RENAMED and REVISED as Policy: _Month dd, yyyy

Signature

Date