

Conflict of Interest Policy:

The Board of Directors of The Young Men's Christian Association of Philadelphia and Vicinity (the "Association") has adopted the following conflict of interest policy. A copy of this conflict of interest policy along with a disclosure questionnaire shall be furnished to each Trustee Director, Branch Board Member, Officer, full time exempt employee, and selected staff members (collectively, "Association Personnel") annually. New Association Personnel shall be advised of the policy upon undertaking the duties of such office. Failure to properly disclose a conflict of interest may result in termination of employment or from the Board.

All Association Personnel have a fiduciary responsibility which carries with it a duty of loyalty and fidelity to the Association. Association Personnel are responsible to administer the affairs of the Association honestly and economically, exercising the best possible care, skill and judgment for the benefit of the Association.

Definition of Conflict of Interest

Conflicts of interest are those circumstances in which the personal interests of Association Personnel may potentially or actually conflict with the interests of the Association. Personal interests include not only the individual's own interests but also those of a member of his/her family or those with whom she/he maintains living arrangements or a relationship approximating a family relationship.

Thus, a conflict of interest exists whenever there is any proposed transaction of the Association in which an Association Personnel member has any actual or potential involvement, interest or relationship, either directly or indirectly.

Association Personnel have an indirect interest in a proposed transaction if

- the other party to the transaction is related to the Association Personnel in question,
- such other party is an entity in which the Association Personnel in question has a financial interest, or
- the Association Personnel in question is an officer, director, employee or general partner of such other party.

Each of the following should be considered and adhered to:

1. Association Personnel should exercise the utmost good faith in all transactions touching upon their duties to the Association and its property. In their dealings with and on behalf of the Association they are held to a strict rule of honest and fair dealing between themselves and the Association. They shall not use their positions, or knowledge gained therefrom, so that a conflict might arise between the Association's interest and the Association Personnel's personal interests, as defined above.

2. All acts of Association Personnel shall be for the benefit of the Association (in any dealing which may affect the Association adversely.)
3. No Association Personnel shall accept, directly or indirectly, any gift or favor which might influence or appear to influence their actions affecting the Association.
4. No Association Personnel shall offer or solicit any gift, special payment, or favor to any governmental officer, agent or employee, or legislator, elected official, or court officer, directly or indirectly, for the purpose of obtaining any unlawful, special or irregular services, judgments, legislative action, or favorable treatment from such governmental officer, agent or employee, legislator, court officer, or any agency represented by them.
5. Association Personnel shall avoid any activity, investment, or other interest which might involve obligations which may be in conflict with the interest of the Association.
6. A full written disclosure by every Association Personnel member of all facts of any transaction, which is subject to any doubt concerning the possible existence of a conflict of interest, shall be made to the members of the Board of Directors or Executive Committee of the Association as soon as practicable but before consummating the same.
7. It is recognized that situations may arise in which the Association may wish to contract or enter into an arrangement for goods or services with individual Association Personnel, or with firms or corporations of which Association Personnel may be members, Officers, or Employees. In this event, before entering into any such contract or arrangement: (i) the terms of the contract or arrangement shall be disclosed to the Board of Directors or the Executive Committee, (ii) the Board of Directors or Executive Committee shall determine that such contract or arrangement is upon terms and conditions as advantageous to the Association as can be obtained from any other source in an "arms length" transaction; and (iii) the Board of Directors (with the subject Director abstaining) or the Executive Committee shall by resolution approve such contract or arrangement.
8. Annually, the President shall send to all Association Personnel a copy of the Conflict of Interest Policy, together with a confidential disclosure questionnaire which shall be completed and returned. The President shall submit a confidential report to the Executive Committee concerning any interests of Association Personnel, together with his/her actions concerning the same. The President will administer this policy and any disputed action of the President with respect to conflict of interest matters shall be resolved by the Executive Committee.
9. Each new Association Personnel member shall participate in a similar procedure immediately upon assumption of his/her responsibilities.