

Northeast Indiana Regional Partnership Conflict of Interest and Confidentiality Policy

Section 1. General Statement. Potential or perceived conflicts of interest may exist on the part of directors, officers, or employees in carrying out their respective roles with the Corporation. It is the policy of the Corporation that its directors, officers, and employees shall have the continuing, affirmative duty to report any personal ownership, interest, or other relationship that might affect their ability to exercise impartial, ethical, and business judgments in serving the Corporation. The Corporation regularly works with information that should be discussed only on a limited basis with other parties with a direct interest due to the potential to adversely affect a prospective project.

Section 2. Procedures. The activities and programs of the Corporation shall be conducted in accordance with the following procedures:

- (a) Directors, officers, and employees of the Corporation shall conduct their responsibilities with respect to suppliers, customers, and other persons doing or seeking to do business with the Corporation in a completely impartial manner, without favor or preference based upon any consideration other than the best interests of the Corporation.
- (b) Directors, officers, and employees of the Corporation shall not seek or accept, directly or indirectly, any payments, fees, services, or loans from any person or business entity that does or seeks to do business with the Corporation. This does not, however, prohibit a director, officer, or employee from receiving compensation for services rendered, where such receipt will not affect the impartial discharge of the director's, officer's, or employee's duties or obligations to the Corporation.
- (c) Directors, officers, and employees of the Corporation shall not, directly or indirectly, seek or accept from any person or business entity that does or seeks to do business with the Corporation any gifts, entertainment, or other favors of a character that exceeds common courtesies consistent with ethical and accepted business practices.
- (d) If a director, or a director's relative ("relative" meaning a person's spouse and his or her ancestors and descendants, by whole or half blood), directly or indirectly owns a significant financial interest in or manages any business entity that does or seeks to do business with the Corporation, the director shall refrain from voting on any issue pertaining to that relationship.
- (e) Officers and employees of the Corporation shall not conduct business on behalf of the Corporation with a relative or a business entity with which the officer, employee, or his or her relative is associated, except where such dealings have been disclosed to, and specifically approved and authorized by, the Board of Directors of the Corporation.

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- (f) If an employee of the Corporation or his or her relative directly or indirectly owns, or accepts a directorship or other management position with, a business entity that does or seeks to do business with the Corporation, the employee shall inform the President of such existing or proposed relationship.
- (g) Directors, officers, or employees of the Corporation shall provide disclosure from time to time regarding their participation as trustees, directors, officers, or employees of any other nonprofit corporations.
- (h) In the discretion of the Board of Directors, directors, officers, or employees of the Corporation may be required to complete annually a disclosure statement, in a form prescribed by the Board, regarding any actual or potential conflict of interest described in the above procedures. The Board of Directors shall be responsible for oversight of all disclosures or failures to disclose and for recommending appropriate action in the case of any actual or potential conflict of interest.

Section 3. Validity of Actions. Contracts, transactions, resolutions, and other actions by the Board of Directors or by other authorized bodies or individuals on behalf of the Corporation that constitute a conflict of interest or that violate the conflict of interest procedures set forth in these Bylaws shall not be void or voidable because of that conflict or violation, but shall be effective to the fullest extent permitted by applicable law or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future conduct.

Section 4. Confidentiality. The following information shall be kept as confidential,

- (a) the names of prospective companies interested in a Northeast Indiana location,
- (b) details about possible expansions or relocations; and
- (c) potential acquisition of land or buildings for economic development purposes.

This information is considered sensitive because companies may not be ready to reveal their interest in a Northeast Indiana location to customers, suppliers, or employees; and because it may alert other communities that could then contact the prospect. Revealing information about possible real estate transactions too early may generate speculative activity, thereby affecting the prices.

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Disclosure of company identity to others, including the general public, in some cases, is required by law. In other cases, Corporation staff and partners may be responsible to the organizations they represent, that may conflict with maintaining confidentiality of company identity. However, as much as possible, representatives, employees, officers and directors of the Corporation should describe companies in more generic fashion, such as “a plastics manufacturer”, or “metal fabrication company.” Representatives, employees, officers, and directors of the Corporation should discuss specific company names with others only when an individual or organization needs such detail in order to evaluate the investment of significant time or resources, and is unable to make such a decision without knowing the company’s identity. When doing so, Corporation employees, representatives, officers and directors should be clear about the confidential nature of the project.

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Conflict of Interest Disclosure

It is the policy of Northeast Indiana Regional Partnership, Inc. (the “Corporation”), that each director, officers, and employee of the Foundation should provide an annual disclosure of actual or potential conflicts of interest that arise as a result of that person’s role with the Corporation.

Pursuant to that policy, I acknowledge and attest that:

1. I have read and understand the Corporation’s Conflict of Interest Policy;
2. I am in compliance with the Corporation’s Conflict of Interest Policy;
3. I am reporting below, or by attached list, all actual or potential conflicts of interest involving me, and of which I am aware, that arise as a result of my role with the Corporation;
4. I will report promptly any changes in the information reported herein or in any other matters that might affect compliance with the Corporation’s Conflict of Interest Policy.

Affirmation of Conflict of Interest and Confidentiality Policies

As a representative, employee, officer or director of the Corporation, I affirm that I understand these policies and agree that the approval of a prospective company should be secured prior to publicly revealing its identity.

(Signature of employee, officer, director or representative)

Date

(printed name)

Actual or Potential Conflicts of Interest (use additional sheets if necessary)