



**Volume 1: Volume Title:** Governance

**Chapter 2: Chapter Title:** Governance

**Section 1: Policy Name:** Conflict of Interest

**Approval Authority:** Board of Trustees

**Interpreting Authority:** President and Chair, Board of Trustees

**Effective:** February 4, 2016

**Last Revised:** February 4, 2016

**Next Review Date:** February 2021

## Conflict of Interest

### Policy Statement

Manhattanville College expects a high level of trust and commitment to its workplace environment and to the College's activities as a whole. To achieve that goal, the College will carefully review the Conflict of Interest disclosures submitted by the Board of Trustees, faculty, and staff.

A Conflict of Interest arises when the interests of the College and the interests of one of the College's Trustees, faculty, and staff are in direct or indirect competition and/or in violation of applicable legal requirements. Conflict of Interest can hinder an individual from being impartial in carrying out his or her job or responsibilities. Furthermore, Conflict of Interest can influence the way in which an individual makes decisions on behalf of the College and on behalf of himself or herself. This policy will help identify, evaluate, and manage real, perceived, and potential Conflict of Interest.

### Entities Affected by the Policy

Entities affected by this Policy include faculty and staff ("College Employees"), Board of Trustees, and volunteers.

## Policy Background

This Policy incorporates and supersedes the Manhattanville College “Conflict of Interest and Disclosure Policy” in the Board of Trustees Handbook (effective September 2015), the Manhattanville College “Conflict of Interest and Related Party Transactions Policy” in the Employee Handbook (effective February 2015), and the Manhattanville College “Conflict of Interest Policy” in the Faculty Handbook (effective May 21, 2014). This Policy is intended to complement, but not replace, applicable laws, rules or regulations governing Conflict of Interest applicable to non-profit, educational and charitable corporations. This Policy should be read in conjunction with the College’s Related Party Transactions Policy, Policy 1.2.2.

## Policy Procedures

### ***Disclosure of Conflict of Interest– College Employees***

If an actual, perceived, or potential Conflict of Interest should arise or if one is suspected, a College Employee must:

1. take appropriate steps to determine if he/she has a potential Conflict of Interest with respect to the particular transaction;
2. remove himself/herself from the situation by discontinuing participation in the actions generating the perceived or actual Conflict of Interest;
3. not be present at or participate in the deliberation or vote on the matter giving rise to such Conflict of Interest; and
4. disclose all material facts relating to such potential conflict to the supervisor (Vice President or Provost) as well as the Director, Human Resources. The facts to be disclosed, at minimum, are the following:
  - i. the nature of the Conflict of Interest;
  - ii. the nature of the action taken to resolve the Conflict of Interest; and
  - iii. any other information that is material to a determination of whether the action taken is adequate protection for the College and the involved College Employee.
5. The above disclosure of information and duty to disclose would also apply if a College Employee reasonably believed that another College Employee member had an actual, perceived or potential Conflict of Interest arise.
6. The Vice President or Provost and the Director, Human Resources, will examine all material facts and make a decision as to how to proceed, including, but not limited to the following steps:
  - i. Consider and decide whether a Conflict of Interest exists in a particular situation,
  - ii. Consider alternative transactions to the extent available
  - iii. If a Conflict of Interest is deemed to exist, the College Employee will be:

- a. directed to recuse himself/herself from all future considerations on the particular transaction; and
  - b. subject to other appropriate actions and/or discipline as the Vice President or Provost and Director, Human Resources, deemed appropriate in the circumstances.
- 7. If the College Employee disagrees with the decision and actions of the Vice President or Provost and the Director, Human Resources, the College Employee will ask, in writing, within five (5) Business Days of the decision, for the President to reconsider whether a Conflict of Interest exists and if the remedial actions are appropriate. The decision of the President is final. If no request for review occurs, the decision and actions of the Vice President or Provost and the Director, Human Resources, is final.
- 8. The existence and resolution of the Conflict of Interest will be documented in the College's records, including in the minutes of any meeting at which the Conflict of Interest was discussed or voted upon.

***Disclosure of Conflict of Interest - Trustees***

If an actual, perceived, or potential Conflict of Interest should arise or if one is suspected, a Trustee must:

- 1. take appropriate steps to determine if he/she has a potential Conflict of Interest with respect to the particular transaction;
- 2. remove himself/herself from the situation by discontinuing participation in the actions generating the perceived or actual Conflict of Interest;
- 3. not be present at or participate in the Board or Committee deliberation or vote on the matter giving rise to such conflict; and
- 4. disclose all material facts relating to such potential conflict to the Chair, Board of Trustees, and the Chair, Audit Committee.
- 5. The Board Chair and Chair, Audit Committee, will examine all material facts and make a decision as to how to proceed, including, but not limited to the following steps:
  - i. Consider and decide whether a Conflict of Interest exists in a particular situation,
  - ii. Consider alternative transactions to the extent available.
  - iii. If a Conflict of Interest is deemed to exist, the Trustee will be:
    - a. directed to recuse himself/herself from all future considerations on the particular transaction; and
    - b. subject to other appropriate actions as deemed appropriate.
- 6. The decision of the Board Chair and the Chair, Audit Committee is final.
- 7. The existence and resolution of the Conflict of Interest will be documented in the College's records, including in the minutes of any meeting at which the Conflict of Interest was discussed or voted upon.

### **Additional Responsibilities – Trustees and Key Employees**

In addition to the above procedure for disclosure of actual, perceived, or potential Conflict of Interest, each:

1. Trustee must, prior to joining the Board and annually, submit a statement disclosing any actual, perceived, or potential Conflict of Interest (Appendix A);
2. Key Employee must, beginning with the date of hire and annually, submit a statement disclosing any actual, perceived, or potential Conflict of Interest. (Appendix A)

## **Definitions**

### Business Day

- A day in which the College is open for business

### College Employee

- Faculty and staff

### Conflict of Interest

All College Employees/Trustees have a clear obligation to conduct the affairs of the College in a manner consistent with the educational and public purpose to which the College is dedicated. All College Employees/Trustees, in doing business with and for the College, must make all decisions solely on the basis of a desire to promote the best interests of the College. The following is a non-exhaustive list of real, perceived, or potential prohibited Conflict of Interest in which a College Employee/Trustee:

- participates in decisions from which a College Employee/Trustee can directly or indirectly financially benefit, even if they are of no financial harm to the College;
- participates in any management or Board process (including deliberations by Board Committees) that involves the recommendation, approval or authorization of any transaction or financial arrangement to which the College is a party or any payment or other commitment of the College in connection with any such transaction or financial arrangement in which the College Employee/Trustee have a financial interest;
- gains a personal benefit from an external company or organization conducting business with the College;
- participates in a decision-making process within the College related to another entity or organization in which the College Employee has ties or on which he/she has a substantial influence;
- uses their official position to secure unwarranted privileges or advantages for themselves or others;
- uses their official position for personal gain to the exclusion of the College;
- accepts gifts, entertainment, or services from individuals, companies, or organizations conducting business with the College which might reasonably be expected to impair objectivity or independence of judgement;
- accepts gifts, entertainment, or services of a value in excess of \$25 (Nominal Value) from individuals, companies, or organizations conducting business with the College;

- uses assets belonging to the College for personal use, regardless of the amount;
- uses the College's name, trademarks and any other College identification for commercial purposes or to endorse a product or service;
- uses the College's name, trademarks and any other College identification for commercial purposes for personal gain;
- has professional or personal affiliations that are in competition with the College;
- is employed full-time as a faculty member at the College and works as a full-time faculty member at another institution of higher education;
- receives any remuneration for serving as a member or participant of an advisory board of a lending institution doing business with the College, including receiving any reimbursement of expenses; or
- uses his/her job position or relationship with the College in order to benefit the needs of an outside company or organization in which he/she has a direct or indirect business, whether financial or otherwise.

#### Key Employee

- President
- Members of President's Cabinet and President's Council
- Key Employee is further defined as any College employee who exercises significant financial or budgetary control or can significantly influence policy or decision making.
- The Director of Human Resources, in conjunction with the President, will identify specific positions that are deemed to be Key Employees.

#### Nominal Value

- Any gift, entertainment, or services of a value not in excess of \$25.00.

## Responsibilities

#### Chair of Board of Trustees

- Review real, perceived, or potential Conflict of Interest matters for Trustees; determine if a Conflict of Interest exists; render resolution decision in conjunction with the Chair, Audit Committee.

#### Chair of the Audit Committee, Board of Trustees

- Review real, perceived, or potential Conflict of Interest matters for Trustees; determine if a Conflict of Interest exists; render resolution decision in conjunction with the Chair of Board of Trustees.

#### Chief of Staff

- Facilitate the dissemination and collection of the Acknowledgement and Disclosure Statement to the Board of Trustees prior to joining the Board and annually thereafter.

#### Director, Human Resources

- Review real, perceived, or potential Conflict of Interest matters for College Employees; determine if a Conflict of Interest exists; render resolution decision in conjunction with Vice President or Provost.
- Facilitate the dissemination and collection of the Acknowledgement and Disclosure Statement to the President, President's Cabinet, President's Council, and Key Employees on the date of hire and annually thereafter.
- Identify, in conjunction with the President, by position Key Employees.

#### Key Employee

- Beginning with the date of hire and annually must submit a statement (Appendix A) disclosing any actual, perceived, or potential Conflict of Interest.

#### President

- Review real, perceived, or potential Conflict of Interest matters for College Employees; acts as final decision maker for appeals relating to Conflict of Interest from College Employees.
- Identify, in conjunction with the Director, Human Resources, by position Key Employees.

#### Provost and Vice President

- Review real, perceived, or potential Conflict of Interest matters for College Employees; render resolution decision in conjunction with Director, Human Resources.

#### Board of Trustees members

- Prior to joining the Board and annually thereafter, each Trustee must submit a statement (Appendix A) disclosing any actual, perceived, or potential Conflict of Interest.

## Violations of the Policy

Violations of this policy by College Employees will be handled in accordance with this policy and the procedures in the Employee Handbook and Faculty Handbook

Violations of this policy by Board of Trustees members will be handled in accordance with this policy and the Board of Trustees By-Laws.

## Interpreting Authority

President  
Chair, Board of Trustees

## Statutory or Regulatory References

Non-Profit Revitalization Act of 2013

## Relevant Links

Related Party Transactions Policy, Policy 1.2.2  
Disclosure Form for Conflict of Interest

## Policy Adoption Review and Approval

Recommendation of support by Faculty By-Laws Committee on November 16, 2015  
Recommended approval by President's Cabinet on November 16, 2015  
Recommended approval by President on January 1, 2016  
Approved by Board of Trustees on February 4, 2016

**Appendix A – Trustees and Key Employees**  
**Acknowledgment and Disclosure Statement**  
**Conflict of Interest Policy**

I hereby acknowledge that I have received and read Manhattanville College’s Conflict of Interest Policy. I hereby acknowledge that I understand the policy and agree to comply with the procedures contained therein.

**Disclosure – Conflict of Interest**

Using the definitions in the Conflict of Interest Policy, list in detail any actual, perceived, or potential Conflicts of Interest. **If there are no potential Conflicts of Interest, please indicate “N/A” or “None.”**

(Attach additional sheets if necessary).

I certify that the above information is correct to the best of my knowledge.

Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Signature: \_\_\_\_\_  
Date: \_\_\_\_\_

Reviewed by Director, HR: \_\_\_\_\_  
Date Signature

Reviewed by Vice President or Provost: \_\_\_\_\_  
Date Signature

Reviewed by Chair, Board \_\_\_\_\_  
Date Signature

Reviewed by Chair, Audit Comm. \_\_\_\_\_  
Date Signature

Comments: