



March of Dimes Inc.

Market Board Member Conflict of Interest and Confidentiality Policy

Policy Purpose & Objectives:

As March of Dimes Inc. (“March of Dimes” or “MOD”) volunteers, all Market Board members (“Board Members”) are expected to act with honesty, integrity, and openness in all of their dealings as representatives of March of Dimes. March of Dimes has a clearly stated mission and purpose approved by its Board of Trustees, in pursuit of the public good and all who volunteer on behalf of March of Dimes understand and are loyal to that mission and purpose. The objective of this Market Board Member Conflict of Interest Policy is to:

- Grow your understanding of the March of Dimes’ Market Board Member Conflict of Interest Policy.
- Provide you with resources to address real and potential conflicts of interests as they arise.

Definitions:

In all action taken in their capacity as members of the March of Dimes family, volunteer leaders assume the obligation to act in the best interests of the organization and scrupulously to avoid any conflict or perception of conflict between those corporate interests and their personal, familial, professional or business interests.

A Board Member has an “**interest**” if he or she has, directly or indirectly (through a family member or business partner):

- A business relationship (e.g., an actual or forthcoming compensation arrangement whether by contract or employment) with (1) MOD; (2) an entity with which MOD has entered (or is negotiating to enter) a transaction or arrangement; or (3) an entity that is a competitor or potential competitor of MOD.
- A financial relationship (e.g., a controlling or material ownership, or investment interest, employment relationship or other relationship that a reasonable person would deem significant) with or a tangible benefit personal benefit from: (1) an entity with which MOD has entered (or is negotiating to enter) a transaction or arrangement; or (2) an entity that is a competitor or potential competitor of MOD;
- A fiduciary relationship (e.g., Board member or trustee) with: (1) an entity with which MOD has entered (or is negotiating to enter) a transaction or arrangement; and (2) an entity that is a competitor or a potential competitor of MOD; or

- A personal relationship with an individual who has a business, financial, or fiduciary relationship as defined above. A personal relationship means a relationship based on family, business partnership, friendship, or romance.

A “**conflict of interest**” arises whenever the “Interest” of a Board Member competes with or has the potential to compete with the best interests of March of Dimes.

Situations or transactions that require particular vigilance include:

1. The sale, purchase, lease or rental of any property or other asset; (e.g., March of Dimes rents its office space from a member of the board; purchases office supplies from a volunteer leader’s firm.)
2. Direct or indirect provision of goods or services, for compensation, by the individual, a family member or an associated business entity; (e.g., the daughter of a volunteer leader is employed by the organization; for a special event the organization hires a catering firm owned by the brother of the event Chair.)

Disclosures:

In the event of a conflict of interest that might result in direct or indirect advantage to a Board Member, he/she must disclose the actual or potential conflict in writing to the local March of Dimes Executive Director who will notify the Chief Volunteer Officer in the National Office. Such disclosure should include any mitigating information or otherwise that the Board Member believes the March of Dimes Executive Director and Chief Volunteer Officer should be aware of during his/her considerations. After disclosure and during the Chief Volunteer Officer’s assessment, the Board Member must refrain from discussing, influencing or voting on the transaction in question.

Next Steps:

The Chief Volunteer Officer or his/her designee will examine the facts to ascertain whether a real or potential conflict of interest exists and to determine the necessary next steps.

It is recognized that in some circumstances, a Board Member’s recusal from the transaction in question might not dispel the perception of conflict in every case. In situations where there still remains a reasonable or unavoidable public perception of conflict of interest, it may be necessary to request the Board Member’s resignation from the Market Board or to refrain from entering into the particular transaction or relationship. Any such situation will be adjudicated through the appropriate local staff in consultation with the organization Chief Volunteer Officer.

Violations of the Market Board Conflict of Interest

If March of Dimes has reasonable cause to believe that a Board Member has failed to disclose a conflict of interest, March of Dimes may request the Board Member’s resignation from the Market Board.

**HEALTHY
MOMS.
STRONG
BABIES.**



Political/Lobbying Activity on Behalf of March of Dimes

March of Dimes advocates for and against policies in our fight for the health of all moms, babies, and their families. We encourage Board Members to broadly participate in advocacy activities by signing up for our action network to receive alerts and take action via email, phone, social media, or other forms of communication

March of Dimes performs advocacy and lobbying activity as a 501(c)(3) Public Charity and in accordance, public charities are permitted to lobby, but lobbying can only make up a small part of the organization's activities. And the legislation in question must be relevant to the non-profits charitable goals.

Advocacy is generally defined as public support for or recommendation of a particular cause or policy.

Lobbying is generally defined as a communication (written or oral) that is an attempt to influence (for or against) specific legislation, including appropriations.

Lobbying activities initiated by a Board Member or Volunteer Leader in situations where s/he would represent March of Dimes in an official capacity or represent its official position to lobby for or against an issues, outside March of Dimes Public Policy agenda, requires prior approval from the Executive Director from which Market Board the member of volunteer serves, as well as approval from the March of Dimes Office of Government Affairs.

Confidential/Proprietary Information

March of Dimes takes steps to protect its confidential or proprietary information. March of Dimes recognizes that Board Members may acquire confidential information or proprietary information by virtue of their affiliation with March of Dimes. The term "confidential or proprietary information" means any and all information (whether written, oral, or contained on audio tapes or video tapes) relating to fundraising practices, manuals, financial data, and corporate and volunteer contacts, profiles, and lists, as they may exist from time to time. In an effort to protect MOD confidential or proprietary information, Board Members will not:

- Disclose confidential or proprietary information outside of MOD without prior authorization; or
- Use confidential or proprietary information for personal gain or for the benefit of a third party.

March of Dimes expects Board Members to exercise reasonable care to avoid inadvertent disclosures of confidential information.



Questionnaire on Conflict of Interest

If, in response to any of the following, your answer is “none,” please state “none.”

If you need additional space to answer, please attach your separate answer.

- Please list any officership, directorship or trusteeship that you or a member of your immediate family holds in any corporations, groups or organizations, for profit or not for profit.

Answer: _____

- Please list any substantial or material financial interest you or any member of your immediate family has in any business unit that you know is doing or soliciting business with the March of Dimes or with a coalition of which the March of Dimes is a member.

Answer: _____

- Please list names of any corporations or business units in which you or any member of your immediate family has a substantial or material interest and in which, to your knowledge, the March of Dimes conducts business with.

Answer: _____

- Please list or summarize any allegiance or financial interest you or any member of your immediate family has that might affect or appear to compete with the discharge of your duties and responsibilities to the March of Dimes.

Answer: _____

Name: _____

Date: _____

Signature: _____

City/State: _____