Conflict of Interest Policy for Trustees, Board Associates, Officers of Administration and Other Key Employees of Lafayette College

The following statement of policy applies to each Trustee, Board Associate and Officer of Administration. Further, it is intended to serve for the guidance of all persons employed by the College, regardless of position:

1. FIDUCIARY RESPONSIBILITY - Members of the Board, Board Associates, Officers and Staff serve a public-interest role and thus have a clear obligation to conduct all affairs of Lafayette College in a manner consistent with this concept. All decisions of the Board and Officers of Administration of the College are to be made solely on the basis of a desire to promote the best interests of the College and the public good.

2. DISCLOSURE – The policy of the Board of Lafayette College requires that in the event the Board, Board Associates or Officers must consider any transaction for the College which also involves 1) a Member of the Board, Board Associate or Officers or member of his or her family (which shall be a spouse, parents, siblings, children and any other relative), or 2) an organization with which a Member of the Board, Board Associate or any Officer of the College is affiliated, such Trustee, Associate, or Officer, at the first knowledge of the transaction, shall disclose fully the precise nature of the interest or involvement.

Disclosure is further required of Board Members, Board Associates and Officers of the College concerning all relationships and business affiliations that reasonably could give rise to a conflict of interest involving the College. This disclosure shall be continuously reported and kept current, as set forth below. For the purpose of this policy, affiliation is understood to prevail if the Trustee, Associate or Officer, or a member of the family:

a. Is an officer, director, trustee, partner, employee or agent of such organization; or
b. Is either the actual or beneficial owner of more than 5 percent of the voting stock or controls interest of such an organization; or
c. Has any other direct or indirect dealings with such organization from which he or she knowingly is materially benefited through receipt directly or indirectly of cash or property in excess of $10,000 a year—exclusive of dividends or interest.

All disclosure required under this policy must be directed in writing to the Secretary of the Board of Trustees who shall be responsible for the administration of this policy. Matters under this policy concerning Trustees shall be reported initially to the Chairperson of the Board for appropriate action; those concerning Staff will be referred initially to the President. Information disclosed to the Secretary (or Chairperson or President) shall be held in confidence except when the best interest of the institution would be served by disclosing the information to the Board in Executive Session.

3. RESTRAINT ON PARTICIPATION - Trustees, Associates or Officers who have declared or been found to have a conflict of interest in any matter before the Administration or the Board shall refrain from participating in consideration of the proposed transaction, unless for special reasons, the Board or Administration requests information or interpretation from the person or persons involved. The person or persons involved should not vote on such matters and should not be present at the time of the vote.

Any Board Member who is uncertain about possible conflict of interest in any matter, may request the Board to determine whether a possible conflict prevails. The Board shall resolve the question by majority vote. When possible, the question of potential conflict should be referred to counsel for an opinion prior to the Board's vote.