Nonprofit Risk Management Center

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# Risk Management ESSENTIALS

## Tips, Knowledge and Tools for Nonprofit Organizations

# An Eye for Ethics: Quelling Confusion about Ethical Quandaries

*By Melanie Lockwood Herman*

Most nonprofit leaders would enthusiastically agree that ethical conduct and core values are key to the success of their community-serving missions. Yet among your co-workers and peers, how acute is awareness of ethical dilemmas in every-day decisions? Do colleagues have the skills and patience to slog through ethical questions when they are pressured to take action, or support their superiors? Do we erroneously assume that unethical behavior doesn't happen under our watch or that staff teams are truly motivated and empowered to report ethical breaches? In their *Harvard Business Review* article "Ethical Breakdowns," authors Max Bazerman and Ann Tenbrunsel write that intentional malfeasance is rare, but "Much more often, we believe, employees bend or break ethics rules because those in charge are blind to unethical behavior and may even unknowingly encourage it." (See "Ethical Breakdowns," *Harvard Business Review*, April 2011.)

Research on ethical behavior, corporate ethics policies and trends from the Ethics and Compliance Initiative (www.Ethics.org) offer a number of startling revelations, such as:

- **Leaders may wear rose-colored lenses –** Leaders may have a "rosier view of the state of workplace integrity, and often have more positive beliefs than employees further down the chain of command."

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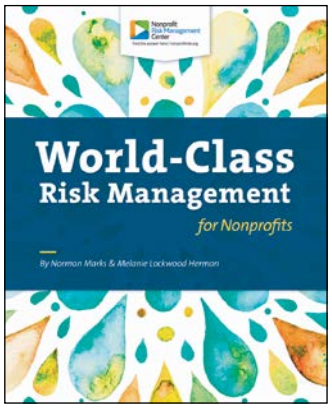


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Nonprofit Risk Management Center
204 South King Street, Leesburg, VA 20175
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**www.nonprofitrisk.org**

Nonprofit Risk Management Center

**Staff Directory**
(All staff can be reached at 703.777.3504)

**ERIN GLOECKNER**
Director of Consulting Services
Erin@nonprofitrisk.org

**ERIC HENKEL**
Project Manager
Eric@nonprofitrisk.org

**MELANIE LOCKWOOD HERMAN**
Executive Director
Melanie@nonprofitrisk.org

**KAY NAKAMURA**
Director of Client Solutions
Kay@nonprofitrisk.org

**CHRISTINE SMITH**
Summer Intern
Christine@nonprofitrisk.org

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## An Eye for Ethics: Quelling Confusion about Ethical Quandaries

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- **Relationships impact inclination to report –** According to ECI, "The quality of the relationship between supervisors and reports goes a long way in determining whether employees report workplace integrity issues to management."
- **Gender affects how staff experience workplace ethics –** In the National Business Ethics Survey (NBES®) study of gender in the workplace, ECI reports that "women in senior leadership positions are more likely than men at the same level to feel pressure to compromise company ethics standards and/or the law."
- **Poor ethics is pricey –** High turnover and low productivity are two of the costly consequences of a culture that tolerates workplace misconduct.
- **Managers lapse more often than the rank and file –** 60 percent of workplace misconduct has been attributed to managers, with senior managers more likely than lower-level managers to break the rules.
- **Fear of retaliation persists, despite the prevalence of policies prohibiting payback –** An estimated one-third of employees who decline to report misconduct cite fear of punishment as the principal reason.

## Are Ethical Boundaries Black and White, or Grey All Over?

Although some leaders believe that ethics is truly black and white—either behavior is ethical or it isn't—many more recognize that there are substantial areas of grey.

Some of the scenarios we've encountered at the NRMC include:

- A request from a partner to use the word *agreement* instead of contract in the title of a *contract* between two organizations. Our guess is that use of the word *contract* triggers an organizational policy requiring legal review of all contracts. We all know what happens when a lawyer gets hold of a draft contract!
- A request to word the description of services provided on an invoice in a manner that feels disconnected from the services actually provided.
- A request to discount the cost of a NRMC product or service—from an organization that has a longstanding relationship with NRMC.
- A board determining whether it is an acceptable conflict of interest for a highly experienced board member to serve as the organization's insurance broker, for a nominal brokerage fee.
- An executive team questioning whether results of a staff engagement survey should in fact be shared with staff (the people who participated in the project initially).
- An executive desiring to let go an employee due to poor performance, but instead hiring another manager to supervise the employee, in the hopes of avoiding a wrongful termination claim.
- A team leader verbally championing the importance of safety policies, but allowing his team to continue working while a fire alarm sounds throughout the building.
- A nonprofit accepting a major gift—with strings attached—that demands programmatic expansion unrelated to the organization's mission and adopted strategic goals.
- A nonprofit's CEO frequently emphasizing and reminding her team about the importance of achieving defined revenue targets, which is sometimes interpreted as "the ends justify the means"—putting the financial bottom line over the manner in which funds are raised.

## Many Hats, Myriad Perspectives

Nonprofit leaders who serve as champions of ethical conduct in their organizations wear

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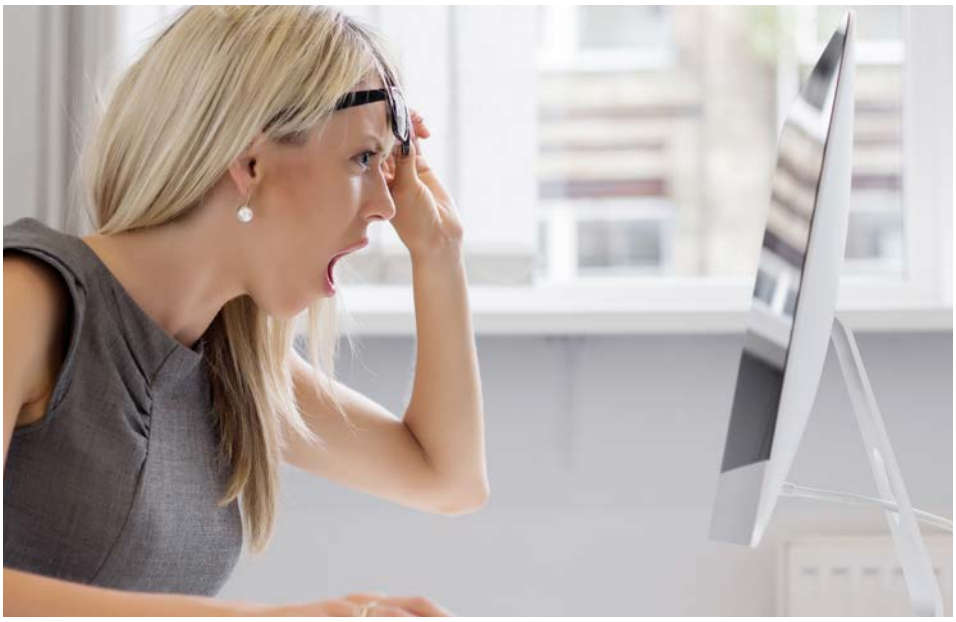

"Although some leaders believe that ethics is truly black and white—either behavior is ethical or it isn't—many more recognize that there are substantial areas of grey."

a variety of hats, from Ethics & Compliance Officer to General Counsel to Director of Risk & Compliance, Risk Manager and more. To tap into the diverse perspectives of these leaders, I asked several members of the NRMC board to weigh in on my top of mind questions about practical issues related to ethics.

Joining me to answer my top-of-mind questions about ethics in a nonprofit workplace are:

- Carolyn Gulston, Director of Risk Management, National MS Society
- Kitty Holt, Ethics & Compliance Officer, Plan International USA
- Donna McPartland, Counsel, Arent Fox LLP
- Mary Ann Riesenberg, Director of Strategic Initiatives, Consultance Accounting
- Pat Vaughan, General Counsel & Secretary, Population Council

### Melanie: In your experience, are there any common misconceptions about ethics held by nonprofit staff or volunteer leaders?

**Mary Ann:** Since nonprofits are often charitable organizations and may serve those in the community, there is sometimes a misconception that unethical behavior, including fraud, is less apt to happen in this altruistic environment (i.e., "We do good, so *we are* good"). Like any company that employs people, there's the risk of ethical challenges, so it's important for nonprofits to have an ethics policy and train employees and volunteers on organizational values and expectations.

**Carolyn:** Yes, I do think that there are some who feel that because you work for a nonprofit organization you typically hire highly compassionate, committed, altruistic individuals who are ethical. However, I feel ethics is behavior that is ingrained—you either have it or you don't. To think that everyone working in the nonprofit sector is more prone to be an ethical individual is a misnomer.

**Pat:** I have encountered individuals working in nonprofits who mistakenly think that rules, including "ethical" standards are different because they are working in a "non-commercial" "mission oriented" setting. In these instances, they don't view their conduct as "unethical" because they believe that compromises are acceptable and in some cases required, in order to achieve the "mission." Changing this orientation requires leadership's active commitment to establish, publish, and train staff and volunteers about the organization's ethical standards and the consequences and accountabilities for the breach of these standards.

### Melanie: Are there true grey areas that nonprofit staff members find it especially hard to navigate?

**Kitty:** While our organization has not found this to be the case because we have policies in place, one grey area could be a donor wanting to make a large gift towards something a particular nonprofit cannot deliver on. It can be hard to walk away from a large sum of money, but a reputable non-profit will tell the donor they cannot do what the donor wants, work with the donor to find other areas of interest within the organization, and, if that is not possible, to let the donor know about other organizations doing the work the donor wants to support.

**Mary Ann:** Conflicts of Interest is one of the areas that may be hard for nonprofits to navigate. It's hard to us to see our own potential conflicts of interest, so it's important for someone independent of a situation to provide advice on managing real or perceived conflicts. Having a clear conflict of interest policy and providing specific examples of the various types of conflicts that might occur, is a good practice.

**Carolyn:** Individuals responsible for generating revenue to support a

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mission often struggle to balance creative fundraising with policies focused on safety. There is pressure to push the envelope to offer unique events, but that may be in conflict with the commitment to provide a safe environment and minimize the risk of physical harm.

**Pat:** My organization works in 50 countries, conducts research in several subject matter areas including biomedicine which involves human participant research. The nature of the work and the variety of locations and cultures where work is conducted can give rise to ethical matters. In this type of complex setting, in order to address the various issues that could arise, in addition to policies and procedures, and training, it is important to officially designate individuals or teams that have the expertise to provide guidance and/or to make determinations on these issues. For example, an Institutional Review Board reviews all ethical issues pertaining to scientific research. The size and scope of the formal designation(s) will depend upon such factors as the nature of the work and complexity of the particular organization.

### Melanie: Modeling ethical behavior and setting a tone from the top is often mentioned as key to creating an ethical culture. In your experience, is this harder than it sounds? In what ways might a leader unintentionally send miscues to their staff?

**Donna:** In my experience, it is harder than it sounds. For instance, leaders might ask for abbreviated training. The importance of an executive sponsor at the highest levels cannot be over emphasized, as you absolutely need to have ethics and compliance really resonate, engage and filter throughout the organization.

**Carolyn:** I do think that there may be instances where a leader's actions may not reflect his or her core values (i.e. excellence, leadership, compassion etc.). It's important to remember that members of your team will ultimately focus more of their attention on what you *do*, and less so on what you *say*.

**Pat:** I am a member of my organization's Executive Team (ET) and I don't think it is hard at all. This might be because of my role as General Counsel. For me, doing things in an ethical way makes things clear, less complicated, and avoids problems now and in the future.

### Melanie: What are the upsides and downsides of using a third-party hotline as a reporting tool for ethics concerns? What tips would you suggest to a leader considering the use of a hotline?

**Donna**: I've had experience with third party helplines and it was very positive, especially for multinational organizations. Providing multilingual, 24/7 help can be really beneficial for staff. Administration was much easier also. The principal downside is the cost.

**Kitty:** If considering going to an external hotline, I would speak with a few peer organizations and understand their experience with hotlines. From our experience, this is just one more option for employees to speak up if they are not comfortable speaking up internally for any reason at all. We would rather have someone report a concern to an external vendor than not speak up at all, or go around official channels.

**Pat:** An organization should want to hear about concerns so that they can be properly addressed in a timely manner. The hotline should be one of several reporting options for the staff. Also, it is helpful for staff who are in different time zones from headquarters. Periodic assessment of use and effectiveness are always a good idea. If a hotline is not going to be used the organization must assess the risk of not having it. In addition, the organization should have a defined internal response procedure and designated person/team to respond in a timely manner to a matter when it arises.

## Inspiring Ethical Leadership

Offer your board and staff teams a few practical ethics resources and exercises to help them apply the values your mission was built on:

1. **Ask, Don't Assume –** While it may be comforting to assume that employees see your nonprofit as an ethical workplace, your comfort may

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## "Doing nothing in the face of an ethical dilemma is unacceptable in a nonprofit that values high ethical behavior."

be ill-founded. To track how your team sees and perceives the ethical landscape, consider adding questions or statements about ethics to an employee survey. The following statements can be used with "yes-no" answer options, or a scale, such as 1 = Strongly Disagree, to 5 = Strongly Agree.

- Managers earn my trust by consistently demonstrating high ethical behavior.
- Senior leaders act in ways consistent with our Code of Conduct.
- ABC Nonprofit clearly communicates its expectations of ethical behavior.
- I am personally responsible for reporting improper conduct.
- I feel it is safe to speak up.
- I am confident that it I report unethical conduct something will be done about it.

2. **Go Custom, Versus Canned –** One of the oft-heard complaints about staff training on ethics is that canned material falls flat. This may be especially true in a nonprofit that purchases training videos or other materials intended for use in a for-profit. The most valuable training is relatable and familiar. Instead of borrowing dated materials, consider developing a short video highlighting the key messages of your Code of Conduct (or Ethics), several plausible ethics scenarios, and the steps an employee should take if they find themselves in an ethical quandary.

3. **Apply the Four PLUS Filters or the Cisco Ethics Decision Tree –** Many organizations use an ethics 'filter' or framework to guide decision-makers to make thoughtful and ethical choices. The PLUS filters are part of the PLUS Ethical Decision Making Model from ethics.org. When facing a decision with ethical dimensions, ask four questions:

   **P = Policies**: Is it consistent with my organization's policies, procedures and guidelines?

   **L = Legal**: Is it acceptable under the applicable laws and regulations?

   **U = Universal**: Does it confirm to the universal principles/values my organization has adopted?

   **S = Self**: Does it satisfy my personal definition of right, good and fair?

A similar framework is the "Ask yourself" – Ethics Decision Tree, from Cisco. Available online, the framework invites decision-makers to ask themselves a series of six questions before making a decision with ethical implications:

- Is it legal?
- Does it comply with Cisco policy?
- Does this reflect Cisco values and culture?
- Could this adversely affect company stakeholders?
- Would you feel concerned if this appeared in a news headline?
- Could this adversely affect Cisco if all employees did it?

With each step, employees are guided on what to do if after asking the question, they aren't sure. For example, *Not Sure (if it's legal)?* Contact the legal team for guidance.

At each step in the framework employees are reminded that based on whether they answer "No" or "Yes" to each question, "the action may have serious consequences. Do not do it."

4. **Provide a Clear, Not Convoluted Path –** Doing nothing in the face of an ethical dilemma is unacceptable in a nonprofit that values high ethical behavior. Sideline an overly wordy policy in favor of a Conduct of Conduct with simple "I Will" and "I Won't" statements. At NRMC one of our go-to resources for board training is a customizable Board Code of Conduct. The resource we use features statements such as:

As a member of the Board I will:

- Respect and support the decisions of the board, including in instances where I voted against a particular action
- Share any concerns I have about ethical aspects of pending board decisions
- Recognize that all authority is vested in the board as a whole and not with individual members
- Refer complaints from stakeholders of the nonprofit to the appropriate person in the chain of command
- Call to the attention of the board any issues that I believe will have an adverse impact on the nonprofit's mission and programs

As a member of the Board I won't:

- Be critical, in or outside of a board meeting, of other board members or their opinions. This does not restrict me from respectfully disagreeing with another board member
- Use the nonprofit or its assets for my personal advantage, or the personal advantage or benefit of my friends or relatives
- Discuss the confidential proceedings of the board outside a board or committee meeting

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Now it's time to remove your rose-colored lenses and quell any confusion in your workplace that might make your nonprofit vulnerable to ethical breakdowns. Honor your stakeholders and yourselves by putting ethics before everything else.

Melanie Herman is Executive Director of the Nonprofit Risk Management Center. She welcomes your questions about ethical challenges facing nonprofit leaders at Melanie@nonprofitrisk.org or 703.777.3504.

### Ethics Resources

PLUS Ethical Decision Making Model - www.ethics.org/resources/free-toolkit/decision-making-model)

Ethics Decision Tree - www.cisco.com/c/en/us/about/corporate-social-responsibility/ethics-office/decision-tree.html

"Boiling the Frog: Fighting the Slippery Slope of Ethical Indiscretions in the Workplace," RISK eNews – www.nonprofitrisk.org/resources/e-news/boiling-the-frog-fighting-the-slippery-slope-of-ethical-indiscretions-in-the-workplace/

"Ethical Breakdowns," by Max H. Bazerman and Ann E. Tenbrunsel, Harvard Business Review, https://hbr.org/2011/04/ethical-breakdowns

"Creating an Ethical Workplace," by Dori Meinert, Society for Human Resource Management, www.shrm.org/hr-today/news/hr-magazine/pages/0414-ethical-workplace-culture.aspx

Association of Fundraising Professionals, Code of Ethical Standards - www.afpnet.org/files/ContentDocuments/CodeofEthics.pdf

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- Custom-built cloud applications that help you achieve your risk management goals and objectives

Case Study

Who: **A nonprofit culture organization that produces large-scale events**

Strategy: To provide risk management and youth protection training to event volunteers

Results: Our work included the delivery of a custom-built online portal featuring courses and resources for volunteers and other stakeholders. To read additional case studies, visit: www.nonprofitrisk.org/consulting%20Services.pdf.

# COI: Candor Or Inhibition? Managing Conflicts Of Interest

*By Erin Gloeckner*

Hopefully gone are the days when nonprofit stakeholders might sweep potential conflicts of interest under the rug. Nonprofits are held to high standards of ethics, which call upon nonprofit leaders to candidly assess real or perceived conflicts of interest. As charitable enterprises continue to evolve in terms of complexity, performance, and notability, so must our approach to managing conflicts of interest. It's no longer surprising when nonprofit board members and other stakeholders are also involved in business relationships in support of a nonprofit's mission. How can we responsibly and rationally evaluate the need to address conflicts of interest?

## What is a Conflict of Interest (COI)?

According to BoardSource's resource, *Managing Conflicts of Interest: A Primer for Nonprofit Boards, "A conflict of interest exists* when a board member, officer or management employee has a personal interest that is in conflict with the interests of the organization, such that he or she may be influenced by this personal interest when making a decision for the organization."

In *Conflicts of Interest in Clinical Practice and Research*, a 1996 research paper published by Oxford University Press, the authors state that "A conflict of interest arises when individuals or organizations enter into a set of arrangements which under usual circumstances would lead to the reasonable presumption that they will be tempted to put aside their primary interests (such as advocacy for the patient and the public health) in favor of a secondary set of interests (the financial well-being of some commercial entity, or their own financial profit)."

A COI could potentially jeopardize an individual's loyalty to the nonprofit he or she serves. Nonprofit board members and executive officers are expected to fulfill the legal Duty of Loyalty to the nonprofits they serve. Duty of Loyalty is a legal obligation that requires nonprofit directors and key staff to prioritize the best interests of the nonprofit over their own personal interests

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## COI: Candor Or Inhibition? Managing Conflicts Of Interest

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and other business interests, whenever they make decisions on the organization's behalf.

Disloyalty can come in many forms including COIs, competition with the nonprofit, private inurement, and misuse of confidential information. Clearly, disloyalty acts against the founding reason any nonprofit exists: for public benefit rather than for the benefit of specific individuals. Disloyalty also risks a nonprofit's reputation and the trusting bond between the organization and its stakeholders.

Along with the legal Duty of Loyalty, nonprofit leaders are also expected to adhere to relevant state laws. Some states require that every nonprofit manage COIs in specific ways, or include specific content in an official COI policy. In addition to complying with legal requirements, nonprofit leaders should understand other expectations for managing conflicts of interest.

- The IRS Form 990 asks tax-exempt organizations whether or not: a written COI policy is in place; the organization monitors and enforces compliance with the policy; and, directors and key employees are asked annually to disclose interests that could give rise to conflicts.
- Charity watchdog groups report on how organizations answer COI-related questions on the Form 990. Some watchdog agencies, like BBB Wise Giving Alliance, require confirmation that a COI policy and management procedures exist in order for nonprofits to receive accreditation.

## The Challenge to Disclose Conflicts of Interest

Defining conflicts of interest is simple enough, but when it's time to disclose real or perceived COIs, definitions leave some room for interpretation and inhibition. Disclosing a COI and discerning the appropriate way to address it both require multiple ethical considerations:

- **Moral awareness:** the ability to recognize that a relationship or situation potentially raises ethical issues
- **Moral intent:** the capacity to prioritize which value(s) should guide the decision
- **Moral decision-making:** the competence to determine a course of action that is ethically sound
- **Moral action:** the accountability to act on the ethical decision that was made

Empowering individuals and teams to apply these ethics filters in practice is far more challenging than simply implementing a COI policy. For example, even if an individual possesses moral awareness, he or she might not follow through with moral action after making a decision. Why not?

- Sense of futility: "My report probably won't do much good anyway," or "Even if I report this, there's plenty of other problems that won't be fixed."
- Not my job: "I'm sure the ethics team will figure this out at somepoint," or "I don't want to get involved, I'll just look the other way."
- Fear of retaliation: "If I report unethical conduct, I might lose my job or be cast out by my peers." The 2013 National Business Ethics Survey (NBES) (www.ethics.org/research/nbes/nbes-reports/nbes-2013) by Ethics & Compliance Initiative found that "one in five workers (21%) who reported misconduct said they suffered from retribution as a result."
- Power dynamics: "I can't report my own supervisor for ethical misconduct." The 2013 NBES found that managers are responsible for 60% of workplace misconduct, with senior leaders breaking the most ethical rules.
- Personal gain: "My relationship with the nonprofit is mutually beneficial; it's not really a conflict so it's not worth reporting." Of the barriers to moral action, personal gain is perhaps the most specific to conflicts of interest. An individual might rationalize the decision **not** to report a COI, in order to protect a personal business relationship or other personal gain.

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**"Duty of Loyalty is a legal obligation that requires nonprofit directors and key staff to prioritize the best interests of the nonprofit over their own personal interests and other business interests, whenever they make decisions on the organization's behalf."**

- Confusion or error: "I'll hire my son's company to help design and carry out our next major fundraising campaign. They do great work and it's not a conflict because it doesn't benefit me personally." For the purpose of assessing a potential COI, transactions that benefit immediate family members (e.g., spouses, children, parents, siblings, individuals living in the same home, etc.), are usually considered benefits to the individual serving the nonprofit. This is but one example of an error a nonprofit leader could make in assessing a potential COI, which are sometimes complex and nuanced rather than black and white.

## Are All COIs Material?

Most of us believe that all COIs are inherently material and negative, but every COI is different. Only context can tell us whether or not a COI poses a real risk of disloyalty or damage to a nonprofit. Transparent disclosure and candid dialogue enable a board to determine whether or not a COI poses risk, and if so, what action should be taken to manage the conflict.

Nonprofit board members are usually asked to disclose COIs annually for the duration of their terms, but also whenever they become aware that potential conflicts exist. When a COI is disclosed, people aware of the matter might presume that the individual with the conflict will act in a certain way because of that conflict. Though this is not necessarily true, this presumption should not be ignored; it should be discussed and assessed openly amongst members of the board.

Effective management of COIs rests *first* on disclosure and dialogue, as some COIs do not warrant any action other than awareness and understanding. When a COI potentially invites disloyalty or damage to the nonprofit, then the solution is to take *moral action*.

For example, after thorough discussion and analysis, a board might simply recognize that a conflict exists, and agree to remain aware and monitor it. In any case in which a conflict is deemed potentially damaging to the nonprofit, a board should take action to manage it. For example, the relevant board member might be prohibited from voting on any matters related to the conflict, or—if the conflict were very significant—the individual might be compelled to resign from board service or disengage in the conflicting conduct/business.

Nonprofit leaders must recognize that every individual likely has competing loyalties, so conflicts of interest are a normal and inevitable part of nonprofit service. The goal of managing COIs is not to eradicate all of them, but to effectively manage them in order to reduce risk to the nonprofit. A parallel goal is to ensure that the organization can manage COIs while still benefiting from the service of talented, dedicated individuals—even some who might have dual loyalties.

## Types of COI and How to Manage Them

Conflicts of Interest can be broken down and described across three main criteria:

1. **Financial vs. Non-Financial:** Financial COIs have financial implications for the individual and the nonprofit. Financial COIs usually arise when an

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individual uses his or her status/role in the organization to obtain personal financial benefit, or when a person of authority is positioned to treat the nonprofit's assets as personal property.

Financial COIs are heavily emphasized in literature and discussion around COIs, but not all conflict situations are financial in nature. Non-financial conflicts can include dual loyalties or conflicting roles, which are often challenging to identify. *Example: An individual serves on the boards of two similar nonprofits, and both bid for the same federal contract. The board member is conflicted deciding which organization she will support with time, energy, and influence.*

2. **Individual vs. Organizational:** Individuals who serve nonprofits and nonprofit organizations themselves must both prepare to address COIs. Traditionally, COIs refer to situations in which an *individual's* interests create a conflict or pose risk to an organization. *Organizational* Conflicts of Interest (sometimes called OCIs) arise when an organization itself is conflicted in a way that could risk its credibility or objectivity.

Removing an individual from a discussion, project, or role can effectively resolve a COI, but it cannot resolve an OCI. *OCI Example: A health advocacy nonprofit favorably recommends a prescription drug after receiving a large contribution from the pharmaceutical company that manufactures the drug.*

3. **Inconsequential vs. Illegal/Unethical:** As explained in the discussion about material COIs above, COIs can fall anywhere on an ethics spectrum. At one end of the spectrum, COIs might be inconsequential or even beneficial to the nonprofit. In the middle of the spectrum, COIs warrant more careful consideration and management. At the other end of the spectrum, COIs are more clearly unethical and/or illegal. Unethical/illegal COIs garner the most attention, but they are clearly not the only COIs nonprofit leaders should prepare to disclose and address. An important goal of managing COIs is to assign the appropriate level of emphasis and consequence to every specific conflict that the board considers.

> **"Most of us believe that all COIs are inherently material and negative, but every COI is different. Only context can tell us whether or not a COI poses a real risk of disloyalty or damage to a nonprofit."**

Aside from these categories of COI, recognize that COIs are nuanced in other ways:

- **Primary vs. secondary interests:** individuals with conflicts might not weigh conflicting interests equally
- **Real vs. perceived conflicts:** some conflicts could clearly compromise loyalty, but others create a perception of bias or compromise

After disclosure and discussion, various management actions are available to address COIs:

- **Do nothing** for inconsequential or beneficial conflicts
- **Recuse** the individual from voting on a policy or transaction related to the conflict
- **Prevent** the individual from participating in or being present for full discussion on a policy or transaction related to the conflict

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| Board Member | No Conflicts to Report (Checkbox) | Potential Conflicts to Report (Summarize each Conflict) | Does a Conflict Exist? | Proposed Action |
|---|---|---|---|---|
| Jim Johnson | X | None | Yes/No | |
| Sally Smith | X | None | Yes/No | |
| Pat Patrick | X | None | Yes/No | |

- **Restrict** the individual from creating a specified conflict of interest while serving in a key volunteer or staff role

## Conflict of Interest Case Study & Resources

The NRMC team observed a nonprofit board work through a potential COI, using a simple disclosure form and discussion guide to facilitate *moral decision-making*. Learn from the experience and try this approach in your nonprofit.

To guide their analysis of disclosed conflicts, board members collaborated to complete a simple worksheet (on the next page) to stimulate candid dialogue and careful decision-making:

Leverage these tested resources to engage your board in a candid conversation of potential conflicts of interest. Effectively manage COIs to uphold the Duty of Loyalty, preserve public trust, and keep charity uncompromised.

Erin Gloeckner is Director of Consulting Services at the Nonprofit Risk Management Center. She welcomes your questions about conflicts of interest at Erin@nonprofitrisk.org or 703.777.3504.

## Conflict of Interest Disclosure

ABC Nonprofit uses the following COI disclosure form to encourage thoughtful consideration and disclosure of potential individual conflicts

I have read ABC Nonprofit's Conflict of Interest Policy and I understand the application of the policy. To the best of my knowledge and belief:

_____ I have nothing to disclose.

_____ I have the following disclosure(s): (please circle or mark all relevant items and provide details below)

- ❍ I have a material financial interest in the following organization(s) doing business with ABC Nonprofit:
- ❍ I am an Officer, Trustee, or Director in the following organization(s) engaged (or soon to be engaged) in business transactions with ABC Nonprofit:
- ❍ I am an Officer, Trustee, or Director in the following nonprofit organization(s) with purposes directly or indirectly related to those of ABC Nonprofit:
- ❍ I am an Officer, Trustee, or Director in the following directly or indirectly related nonprofit organizations that receive financial support from ABC Nonprofit:
- ❍ I am performing (or bidding on) the following professional services for ABC Nonprofit, for which I will receive compensation:
- ❍ I have the following business relationships with other ABC Nonprofit stakeholders:
- ❍ I have the following family relationships with other ABC Nonprofit stakeholders:
- ❍ Other (please explain below):

Signature: _____ Name: _____ Date: _____

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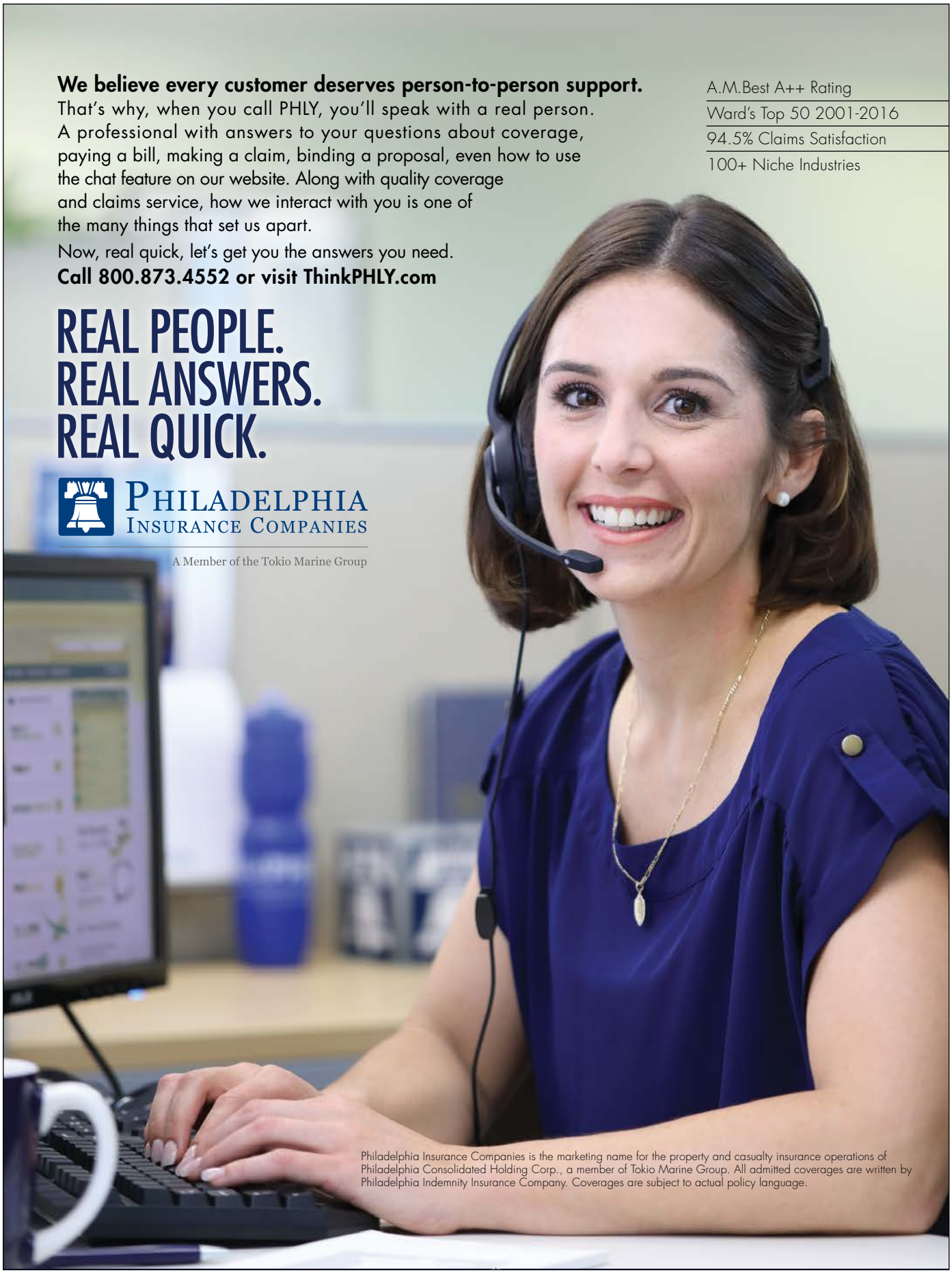
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- ☐ **Risk Manager**
- ☐ **Legal Counsel**
- ☐ **Human Resources**
- ☐ **Finance/Administration**

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