

Conflict of Interest Policy for the Board of Trustees of I'On Assembly

The purpose of the following policy and procedures is to prevent the personal financial interests of board members from interfering with the performance of their duties to the Board of Trustees of I'On Assembly (the "Board").

DEFINITIONS

1. **Conflict of interest** – Conflict of Interest means a conflict, or the appearance of a conflict, between the private financial interests and fiduciary responsibilities of a board member.
2. **Financial interest** -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Board has a transaction or arrangement;
 - b. A compensation arrangement with any entity or individual with which the Board has a transaction or arrangement, or;
 - c. A potential ownership or investment interest in, or compensation arrangement with, an entity or individual with which the Board is negotiating a transaction or arrangement.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the board member to the full Board of Trustees of all conflicts of interest, including but not limited to the following:
 - a. A board member is related to another board member by blood, marriage or domestic partnership.
 - b. Board members, a member of their immediate family or organization stands to benefit, financially or otherwise, from a transaction authorized by the Board.
2. Following full disclosure of a possible conflict of interest, the Board of Trustees shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect best interests of the I'On Assembly. Both votes shall be by a majority vote without counting the vote of any interested board member.
3. An interested Board member shall not participate in any discussion or debate of the Board of Trustees, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest. An interested person may make a presentation to the Board, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
4. Anyone in a position to make decisions about spending the resources of I'On Assembly and who also stands to benefit from that decision has a duty to disclose that conflict as soon as it arises or becomes apparent.

5. The minutes of the Board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
6. A copy of this policy shall be given to all Board members upon the member's election to the Board or at the official adoption of the stated policy. Each board member, officer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.
7. This policy and disclosure form must be filed annually by all specified parties.

Board Member Conflict of Interest Disclosure Form

A conflict of interest, or an appearance of a conflict, can arise whenever a transaction, or an action, of the Board of Trustees of l'On Assembly (the "Board") conflicts with the personal interests, financial or otherwise, of a board member, or an immediate family member of a board member, or that the board member's employer (collectively "your personal interests").

Please describe below any relationships, transactions, or positions you hold (volunteer or otherwise), or circumstances that you believe could create a conflict of interest, now or in the future, between your duties to the Board and your personal interests, financial or otherwise:

_____ I have no conflict of interests to report.

I have the following conflict of interests, or potential conflicts of interests, to report:

1. _____
2. _____
3. _____

I have reviewed Conflict of Interests Policy of the Board and I understand that it is my obligation to disclose a conflict of interests, or appearance of a conflict, to the the Board when a conflict, or appearance of a conflict, arises, and that for transactions in which I have a conflict, I will abstain from any vote on the matter involving the conflict.

Signature: _____ Date: _____