

Conflict of Interest Policy for the IDC

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

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 an IDC committee 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 IDC has a transaction or arrangement;
 - b. A compensation arrangement with any entity or individual with which the IDC 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 IDC is negotiating a transaction or arrangement.

POLICY AND PRACTICES

1. Full disclosure, by notice in writing, shall be made by the IDC committee member to the IDC Board Liaison of all conflicts of interest, including but not limited to the following:
 - a. An IDC committee member is related by blood, marriage or domestic partnership to a person who is submitting plans for review by the IDC.
 - b. IDC committee members, a member of their immediate family or organization stands to benefit, financially or otherwise, from a transaction authorized by the IDC.
2. Following full disclosure of a possible conflict of interest, the IDC shall determine whether a conflict of interest exists and, if so, the IDC 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 IDC committee member.
3. An interested IDC committee member shall not participate in any discussion or debate of the IDC, 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 IDC, 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 the IDC 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 IDC 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 IDC'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 IDC committee members upon the member's appointment to the IDC or at the official adoption of the stated policy. Each IDC committee member 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.

IDC Committee 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 I'On Design Committee (the "IDC") conflicts with the personal interests, financial or otherwise, of an IDC committee member, an immediate family member of an IDC committee member, or the IDC committee 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 IDC 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 IDC and I understand that it is my obligation to disclose a conflict of interests, or appearance of a conflict, to IDC Board Liaison 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: _____