

# Conflict of Interest Policy

## 1. Purpose

The purpose of this policy is to protect the integrity of The Troth's governance, decision-making, and public trust by requiring the prompt disclosure of conflicts of interest, appropriate recusal where impartiality is reasonably in doubt, and fair handling of matters involving divided loyalty, personal entanglement, or material private interest.

This policy shall be read together with the Bylaws and all other duly adopted policies and procedures of The Troth.

## 2. Persons Covered

This policy applies to all Directors and Executive Officers of The Troth. It also applies, with respect to any specific matter in which they may influence a decision, recommendation, investigation, expenditure, appointment, discipline, or public action of the organization, to any committee chair, program lead, clergy member acting in an official Troth capacity, moderator, volunteer, contractor, appointee, or other person acting on behalf of The Troth.

## 3. What Is a Conflict of Interest

A conflict of interest exists when a person's personal, financial, romantic, familial, organizational, professional, supervisory, adversarial, or factional interests may interfere with, compete with, or reasonably appear to interfere with that person's duty to act in the best interests of The Troth.

A conflict may be actual, where the competing interest is presently affecting the matter; potential, where the competing interest could foreseeably affect the matter; or perceived, where a reasonable person could question the person's impartiality even if no improper motive is proven.

A conflict may exist whether or not money is involved.

## 4. Examples

Conflicts of interest may include, but are not limited to:

- participating in a decision involving payment, reimbursement, contract, benefit, or purchase affecting oneself or a close associate;
- participating in a personnel, disciplinary, appointment, or evaluative matter involving a relative, romantic partner, former partner, close friend, household member, mentor, supervisee, or known adversary;

- participating in a matter involving another organization, kindred, coalition partner, publication, or project in which one holds office, influence, or substantial loyalty;
- using Troth office, information, access, prestige, or procedure to benefit oneself, allies, or favored groups, or to disadvantage rivals;
- participating in a complaint, investigation, adjudication, appeal, or governance matter where one is a complainant, respondent, witness, close associate of a principal party, or otherwise too entangled to act impartially.

These examples are illustrative and not exhaustive.

#### **4a. What a Conflict of Interest is Not**

A person's belonging to a protected class such as spiritual tradition, race, ethnicity, gender identity or presentation, sexual orientation, ability, or socioeconomic status does not in itself solely constitute a conflict of interest.

#### **5. Duty to Disclose**

Any covered person who knows or reasonably should know of an actual, potential, or perceived conflict of interest related to a matter before The Troth shall disclose that conflict promptly, and before participating in deliberation, recommendation, investigation, decision, or vote on the matter.

Disclosure shall be made to the body or officer responsible for the matter. If the proper recipient is unclear, disclosure shall be made to the President and Secretary, unless one of them is conflicted, in which case disclosure shall be made to the next appropriate disinterested authority or directly to the Board.

Disclosure of a conflict does not by itself establish wrongdoing. It triggers review of whether recusal or other safeguards are required.

#### **6. Recusal**

A person with a conflict of interest shall recuse from the matter unless the disinterested persons responsible for the matter determine that the interest is too remote or insubstantial to require recusal.

Recusal ordinarily means the person shall not:

- deliberate on the matter;
- vote on the matter;
- attempt to influence the outcome;
- supervise the handling of the matter;
- select decision-makers for the matter; or
- access confidential information about the matter except as necessary for authorized recordkeeping or as specifically permitted.

A recused person may provide factual information if requested, but shall then withdraw from deliberation and decision-making.

## **7. Determination of Disputed Conflicts**

Where recusal is disputed or uncertain, the disinterested members of the relevant body shall decide whether a conflict exists and whether recusal is required.

If the question concerns a Board matter, the remaining disinterested Directors shall decide. If the question concerns a committee, program, investigation, or other official function, the disinterested persons responsible for that process shall decide, consistent with the governing bylaws, policies, and procedures of The Troth.

## **8. Financial Conflicts and Related Transactions**

No person covered by this policy may use their Troth role to secure an improper financial or material benefit for themselves or for a related person or entity.

Any transaction, contract, reimbursement, grant, or other financial arrangement in which a covered person or a related person has a material financial interest must be reviewed and approved in advance by disinterested decision-makers, who must determine that the arrangement is fair, reasonable, and in the best interests of The Troth.

Where reasonably available, comparable prices, alternative options, prior practice, or other relevant information should be considered before approval.

## **9. Recordkeeping**

The Secretary, or another designated recordkeeper if the Secretary is recused, shall maintain appropriate records of conflict disclosures, recusal determinations, and approvals of conflict-related transactions or decisions.

For Board and committee matters, the minutes should reflect, as appropriate:

- that a conflict was disclosed;
- whether recusal was required;
- that the recused person did not participate in deliberation or vote if recusal was required; and
- the final action taken.

Sensitive personal details should be recorded no more broadly than necessary.

## **10. Annual Disclosure**

Directors and Executive Officers shall complete an annual disclosure identifying outside roles, relationships, entities, or recurring circumstances that could reasonably create conflicts with Troth business.

All other persons covered by this policy remain subject to the duty of prompt disclosure under Section 5 whenever a specific matter gives rise to an actual, potential, or perceived conflict of interest.

Annual disclosure does not replace the duty of prompt disclosure when a specific matter arises.

### **11. Enforcement**

Failure to disclose a conflict of interest, refusal to recuse when required, misuse of office or process in connection with a conflict, retaliation related to a good-faith conflict disclosure, or knowingly false or bad-faith allegations under this policy may constitute grounds for action under the Bylaws and other applicable policies and procedures of The Troth, including the Leadership Code of Conduct, the Procedure for the Investigation and Adjudication of Conduct Violations, and the Procedure for Votes of No Confidence.

### **12. Good-Faith Reporting and Non-Retaliation**

No person shall suffer retaliation for making a good-faith conflict disclosure, requesting review of a possible conflict, or raising a good-faith concern about impartiality or divided loyalty.

Knowingly false, malicious, or bad-faith accusations may be addressed under applicable Troth policy.

### **13. Administration**

The Board of Directors shall oversee this policy and may adopt forms, guidance, and implementing procedures consistent with it.

Where a more specific Troth bylaw, policy, or procedure supplies additional rules for recusal, impartiality, investigation, adjudication, or governance remedy in a particular type of proceeding, that more specific rule shall govern to the extent of any inconsistency.