

GEORGE P. & SUSAN PLATT CADY LIBRARY

Conflict of Interest Policy

Adopted by the Board 03/17/2026

Policy

The George P. & Susan Platt Cady Library Board of Trustees ("Board"), the individual members of the Board ("Trustees"), and persons employed by the George P. & Susan Platt Cady Library ("Staff"), shall refrain from any behavior that might be construed as self-dealing or in conflict with the mission, goals, and fundamental purpose of the George P. & Susan Platt Cady Library ("Cady Library").

This Conflict of Interest Policy is designed to help Board members, the Director, Staff, and others associated with the Cady Library identify situations that present potential conflicts of interest. Furthermore, this policy provides the Cady Library with a procedure to appropriately manage conflicts in accordance with legal requirements and to meet the goals of accountability and transparency in its operations.

Definitions

Conflict of Interest: Conflicts of interest can arise on the part of the Board, the Director, Staff, and volunteers. Conflicts of interest are “personal” and not “organizational.”

Contract or Transaction: Any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the Cady Library is not a contract or transaction.

Family Member: A spouse, domestic partner, parent, step-parent, child or spouse of a child, sibling or spouse of a sibling, grandparent, grandchild, in-law, or corresponding family member of any person’s spouse or domestic partner.

Material Financial Interest in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect the judgement of a Board member, Director, Staff, volunteer, or anyone else associated with the Cady Library with respect to transactions to which the entity is a party.

The following circumstances create a conflict of interest:

A Board member, Director, Staff, or volunteer (or family member of any of the foregoing) who is personally involved as a party to a contract or involved in a personal transaction with the Cady Library for goods or services, receiving a direct or indirect benefit.

A Board member, Director, Staff, or volunteer (or family member of any of the foregoing) who has a personal material financial interest in a transaction between the Cady Library and an entity in which the Board member, Director, Staff, or volunteer (or family member of any of the foregoing) is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

A Board member, Director, Staff, or volunteer (or family member of any of the foregoing) who is engaged personally in some capacity or has a personal material financial interest in a business or enterprise that competes with the Cady Library.

Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of the Cady Library. All such circumstances should be disclosed to the Board or Director, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the Cady Library are not compromised.

Gifts, Gratuities, Honoraria, and Entertainment. Accepting these items or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of their duties. This does not preclude the acceptance of items of nominal or insignificant value unrelated to any particular transaction or activity.

Procedures

Board Members: Prior to Board action on a contract or transaction involving a conflict of interest, the Board member having a conflict of interest and who attends the meeting shall disclose all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting.

A Board member who plans not to attend a meeting at which they reason to believe that the Board will act on a matter in which the person has a conflict of interest shall disclose to the Chair of the meetings all facts material to the conflict of interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

A Board member having a conflict of interest shall not participate in or be permitted to hear the Board's discussion of the matter except to disclose the material facts and to respond to questions. They shall not attempt to exert their personal influence with respect to the matter, either at or outside the meeting.

A Board member who has a conflict of interest may not vote on the contract or transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

Director, Staff, and Volunteers: Those having a conflict of interest with respect to a contract or transaction that is not the subject of the Board, shall disclose to the Director, any conflict of interest that they have with respect to a contract or transaction. Such disclosure shall be made as soon as the conflict of interest is known to the staff or volunteer in question; they shall refrain from any action that may affect the Cady Library's participation in the contract or transaction. If it is not entirely clear that a conflict exists, the individual with the potential conflict shall disclose the circumstances to the Director, who shall determine whether Board discussion is warranted or whether there exists a conflict of interest that is subject to this policy. In the case that it is the Director with the conflict of interest or potential conflict of interest, they shall disclose directly to the Board.

If Board members are aware that the Director or Staff or Volunteers have a conflict of interest, relevant facts should be disclosed by the Board member or by the interested party themselves, if invited to the Board meeting. The individual having the conflict of interest shall not participate in or be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions; nor shall they be present in the meeting room when the vote is taken, unless the vote is by secret ballot. They shall not attempt to exert their personal influence with respect to the matter, either at or outside the meeting.

Confidentiality: Each Board member, Director, Staff, or Volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of the Cady Library.

Furthermore, Board members, the Director, Staff, or Volunteers shall not disclose or use information relating to the Cady Library's business for personal profit or advantage or the personal profit or advantage of their family member(s).

Review of Policy: Each Board member, Director, Staff, or Volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that they have done so.

Annually, each Board member, Director, Staff, or Volunteer shall complete a disclosure form identifying any relationships, positions, or circumstances in which they are involved and that they believe could contribute to a conflict of interest. Such relationships, positions, or circumstances might include service as director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to the Cady Library. Any such information regarding the business interests of a Board member, Director, Staff, or Volunteer (or a family member thereof) shall be treated as confidential and shall generally be made available only to the Board President, Director, and any committee appointed to address conflicts of interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

Subsequent Disclosure: If at any time during their term of service, a Board member, Director, Staff, or Volunteer acquires any interest or otherwise a circumstance arises which may pose a conflict of interest, that interest or other conflict shall be promptly disclosed to the President of the Board (Trustees and Director) or to the Director (staff and volunteers).

This Policy shall be reviewed annually by each member of the Board, the Director, Staff, and Volunteers.

Approved by the Board of Trustees, ?, ?

George P. & Susan Platt Cady Library

Conflict of Interest Certification Form

A Conflict of Interest Certification must be completed and signed by each Trustee, Director, Staff member, or Volunteer at the beginning of the year. New Staff members or Volunteers will complete and sign the document upon affiliating with the Cady Library

Conflict of Interest Disclosure

Please Circle 'Yes' or 'No' and Answer as Appropriate

- 1.) Have you had a direct or indirect business relationship during the past calendar year or current year with the Cady Library through ownership of more than 35% with any person who is a current or former Board member, Director, or key employee of the Cady Library?

Yes (please describe below) No

- 2.) Do you have a family member who had a direct or indirect business relationship with the Cady Library during the past calendar year or current year?

Yes (please describe below) No

- 3.) Other than your role with the Cady Library, did you serve as an officer, director, Trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) that did business with the Cady Library during the past calendar year, is currently or may be doing business in the current year?

Yes (please describe below) No

- 4.) Did you have during the past calendar year or current year, or anticipate having a conflict(s), as defined in the Bylaws, that has not been previously disclosed herein?

Yes (please describe below) No

Certification

I, the undersigned, certify that I have read and understand the Cady Library's Conflict of Interest Policy Statements. I agree that my actions will fully comply with the statements and their intent. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the Conflict of Interest Policy of the Cady Library or impedes my ability to act as a fiduciary and in the best interests of the Cady Library, except potentially those interests or actions as stated and fully disclosed above.

Board Member/Director/Staff/Volunteer Name (Print)

Signature

Date
