Conflict of Interest Policy

Revision 1v00
# Notices

## 1.1 Copyright
The contents of this document are Copyright © Wi-SUN Alliance ™ and are strictly confidential. No information contained herein may be supplied to any other party without prior written permission from an authorized Wi-SUN Alliance representative.

## 1.2 Approved Document
This document was approved by the Wi-SUN Alliance Board of Directors on 29 August 2013.

## 1.3 Revision History

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<th>Version</th>
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<tr>
<td>0v03</td>
<td>30 July 2013</td>
<td>Phil Beecher</td>
<td>Released to Board of Directors for review.</td>
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<td>0v04</td>
<td>5 August 2013</td>
<td>Phil Beecher</td>
<td>Clarified “volunteer”</td>
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<td>0v05</td>
<td>12 August 2013</td>
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<td>Added clause 2.1d</td>
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<td>0v06</td>
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<td>Phil Beecher</td>
<td>Fixed typo. Extended definition of “conflicted person”</td>
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<td>Phil Beecher</td>
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<td>All changes accepted</td>
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## Table 1 Revision History
2 Overview

It is in the best interest of Wi-SUN Alliance to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the Wi-SUN Alliance identify situations that present potential conflicts of interest and to provide Wi-SUN Alliance with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in Wi-SUN Alliance operations.

2.1 Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

a. A Wi-SUN Alliance director, officer, employee or volunteer (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with Wi-SUN Alliance for goods or services.

b. A Wi-SUN Alliance director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between Wi-SUN Alliance and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, has a material financial interest, or serves as a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

c. A Wi-SUN Alliance director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with Wi-SUN Alliance.

d. A Wi-SUN Alliance director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business, enterprise or other activity whose promotion may adversely affect the interests of the Wi-SUN Alliance or any Wi-SUN Alliance member company.

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 nonprofit. All such circumstances should be disclosed to the Wi-SUN Alliance Board of Directors and a decision made as to what course of action should be taken so that the best interests of the Wi-SUN Alliance are not compromised.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party

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1 For clarification, a volunteer is any employee or representative of a Wi-SUN Alliance member company who either contributes to or has access to any Wi-SUN Alliance documents or reports or attends any Wi-SUN Alliance meetings.
providing the gift/entertainment/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 his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of Wi-SUN Alliance.

2.2 Definitions.

a. A "Conflict of Interest" is any circumstance described in Paragraph 2.1 of this Policy.

b. A "Conflicted Person" is any person serving as an officer, employee, volunteer or member of the Board of Directors of Wi-SUN Alliance or a major donor to Wi-SUN Alliance or anyone else who is in a position of control over Wi-SUN Alliance who has a personal or professional interest that is in conflict with the interests of Wi-SUN Alliance.

c. A "Family Member" is a spouse, parent, grandparent, child, grandchild, sibling or in law of any person serving as an officer, employee, volunteer or member of the Board of Directors of Wi-SUN Alliance.

d. A "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 a person’s judgment with respect to transactions with that entity.

e. A "Contract or Transaction" is any agreement or exchange 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 Wi-SUN Alliance is not a Contract or Transaction.
3 Procedures.

a. Prior to Board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having the Conflict of Interest and who is in attendance at the meeting shall disclose to the Board or committee all facts relevant to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If Board members are aware that staff or other volunteers have a Conflict of Interest, relevant facts should be disclosed by the Board member or by the Conflicted Person him/herself if invited to the Board meeting as a guest for purposes of disclosure.

b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the Board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the Chair of the meeting all facts relevant 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.

c. A Conflicted Person shall not participate in or be permitted to hear the Board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

d. A Conflicted Person with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

e. The Conflicted Person 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. For purposes of this paragraph, a member of the Board of Directors of Wi-SUN Alliance has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.

f. Conflicted Persons who are not members of the Board of Directors of Wi-SUN Alliance, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Conflicted Person. The Conflicted Person shall refrain from any action that may affect Wi-SUN Alliance’s participation in such Contract or Transaction.

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full Board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.
4 Confidentiality.

Each director, officer, employee and 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 Wi-SUN Alliance. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of Wi-SUN Alliance for their personal profit or advantage or the personal profit or advantage of their Family Member(s).
5  Review of policy.

a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

b. Each director, officer, employee and volunteer shall complete annually a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to Wi-SUN Alliance. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive 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.

c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers
6 Wi-SUN Alliance Conflict of Interest Disclosure Form.

Date: ______________

Name: ______________________________________________________

Position (employee/volunteer/board member):_____________________________

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between Wi-SUN Alliance and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following “potential” conflict(s) of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any nonprofit or for-profit businesses for which you or a Family Member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own, or any material financial interest connected to Wi-SUN Alliance you might have, or any other circumstance identified in Clause 1 of the Wi-SUN Alliance Conflict of Interest Policy):

1. _____________________________________________________________

2. __________________________________________________________________

3. __________________________________________________________________

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Wi-SUN Alliance Conflict of Interest Policy.

Signature: _____________________________________________________________

Date: ______________________