

Society of American Archivists Foundation Conflict-of-Interest Policy

In the event that a member of the Society of American Archivists Foundation Board of Directors has interests that are in conflict with those of the SAA Foundation, the Duty of Loyalty requires that the Board member be conscious of the potential for such conflicts and act with candor and care in dealing with such situations. A possible conflict of interest exists:

1. When a Board member or close relation or associate is an officer, director, employee, proprietor, partner, trustee, or paid consultant in an organization that could be said in a business context to be “in competition with” SAA by offering one or more products or services similar to a product or service offered by SAA.
2. When a Board member or close relation or associate is an officer, director, employee, proprietor, partner, trustee, or paid consultant of an organization that seeks to do business with the SAA Foundation.
3. When a Board member or a close relation or associate has an interest in an organization that is in competition with a firm seeking to do business with the SAA Foundation, if the Board member’s position gives her/him/them access to proprietary or other privileged information that could benefit the firm in which she/he/they has an interest.

Procedure for Handling a Conflict of Interest That May Arise During Board Discussion

A Board member should be sensitive to any interest that she/he/they may have in a decision to be made by the Board and, insofar as possible, recognize such interest prior to the discussion or presentation of such a matter before the Board. When a Board member has an interest in a transaction being considered by the Board, the Board member should disclose the conflict before the Board takes action on the matter. The Board member shall refrain from voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way. The Board member’s presence may not be counted in determining the quorum for any vote with respect to any SAA Foundation business transaction in which she/he/they has a possible conflict of interest.

If the Board member recognizes that the conflict is ongoing and that information discussed by the Board will bear on the conflict, the Board member should not participate in that portion of the discussion and (in the case of a face-to-face meeting) should leave the room. The Board member should bear in mind any conflict of interest when provided minutes of the discussion and should act accordingly.

If a Board member in good faith fails to recognize a conflict, the Board member, when it is recognized, shall report that failure to the SAA Foundation President, who shall take appropriate action to prevent continuation of the conflict and mitigate past action to the extent reasonable. The matter shall then be referred to the Executive Committee for review and recommendation.

Filing of Disclosure Statement

Upon assuming office, each Board member shall file annually a Disclosure Statement with the SAA Foundation Executive Director and shall retain a copy thereof. The statement shall disclose any foreseeable conflicts that the Board member may recognize, and shall disclose other

information that may be necessary or helpful to administer the Conflict-of-Interest Policy. Such statement shall be retained by the Executive Director during the period of the Board member's service on the Board. A Board member is responsible for ensuring that the information in her/his/their Disclosure Statement remains current, and must promptly apprise the Executive Director in writing of any information that materially affects the accuracy or completeness of the Disclosure Statement. The Executive Director will review all Disclosure Statements annually and, after each review, shall report to the Executive Committee any matters of concern.

2020-2021 Conflict of Interest Disclosure Statement

I declare that if I have any direct or indirect financial interests, or any personal, family, or other relationships that conflict with (or have the appearance of conflicting with) my duties, responsibilities, and exercise of independent judgment as a member of the SAA Foundation Board of Directors, I shall voluntarily disclose that a conflict (potential or real) exists and will take other actions as necessary or appropriate to manage the conflict of interest. I have read the SAA Foundation's "Conflict of Interest Policy" and I agree to comply with its terms.

Do you, or does any close relation or associate, have a financial interest in, receive any remuneration from, or serve as an officer or director of any business organization with which the SAA Foundation has substantial business dealings or with which the SAA Foundation could be said, in a business sense, to be in competition?

_____ No _____ Yes

If your answer is "yes," please supply the following information:

1. Name(s) of the business organization(s), any office(s) held, and the approximate dollar amount of business involved with the SAA Foundation last year:

2. Nature and amount of each such financial interest or remuneration:

Were you involved in any other activity during the past year that might be interpreted as a possible conflict of interest?

_____ No _____ Yes

If your answer is "yes," please describe:

Signature: _____

Print Name: _____ Date: _____

SAA Position: _____