

E. Confidentiality and Conflict of Interest Policy

Confidentiality of Board Discussions and Board Documents

In order to encourage and foster open and candid discussion at its meetings, confidentiality must be maintained. Therefore, it is the policy of the Executive Board of the FelineVMA that each director and staff member shall keep confidential any and all information relating to discussions at its meetings, including any and all materials, e.g., correspondence, reports, etc., unless compelled by legal process to disclose such information, or as otherwise agreed by the Board. The recording of meetings via video conferencing tools, including the use of AI notetaking tools, is prohibited from use by volunteers, Committee Members, Task Force Members, and the FelineVMA Board due to concerns regarding data privacy, intellectual property, potential bias or inaccuracies, and dissemination of confidential information and discussion. While Board and staff members are free to discuss actions adopted by the Board, disclosing or distributing any information concerning the discussion of such items during the Board meeting is prohibited.

Conflict of Interest

The Board and staff members of the Feline Veterinary Medical Association (FelineVMA) are encouraged to play active roles in their communities by serving as board members or otherwise being involved with a wide spectrum of nonprofit organizations. This means that, from time to time, potential conflicts of interest or the appearance of such conflicts will inevitably arise. It is FelineVMA's policy to deal with such conflicts in as open and appropriate a way as possible.

Defining Conflicts

Board members have a fiduciary duty to conduct themselves without conflict to the interests of FelineVMA. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of FelineVMA. While not all staff members may be subject to the same type of fiduciary relationship as Board members, staff members are expected to act ethically and in good faith, and to comply with FelineVMA's Conflict of Interest Policy.

A "conflict of interest" is a transaction or relationship that presents or may present a conflict between a board member's obligations to FelineVMA and the board member's personal, business or other interests.

An "affiliated person or organization" is: a spouse, domestic partner, child, mother, father, brother or sister; any corporation or business entity of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or a beneficial owner of more than 2% of any class of equity securities; any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity; and any not-for-profit organization of which you are a trustee, an officer, participate in management or are employed by, or are, directly or indirectly, a debt holder or benefit in any way.

Conflicting and potentially conflicting involvements include but are not limited to the following: FelineVMA Board or staff members serving as board members of affiliated organizations, immediate family members of foundation board or staff members serving as board members of affiliated organizations, FelineVMA Board members or staff members or their immediate family members being employed by or doing business with affiliated organizations.

Disclosure of Potential Conflicts

FelineVMA Board members and staff are expected to disclose conflicts or appearances thereof on an annual basis and/or whenever a conflict arises. Organization staff shall disclose actual or potential conflicts to executive director (or if she or he is the party with the conflict, then to the Board president), who shall bring the matter to the attention of the Executive Board. Disclosure involving Board members should be made to the Board president (or if she or he is the party with the conflict, then to the Board President-elect), who shall bring these matters to the Executive Board.

Once such a disclosure has been made, the disinterested Board members will determine whether or not a conflict of interest exists, and what subsequent action is appropriate, if any. The Executive Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

On an annual basis, all Board members and staff shall be provided with a copy of this policy and shall be required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the executive director and board president.

Abstention from Foundation Decision-making

Should the transaction or relationship in question be considered a conflict or should it create the appearance thereof, the Board member involved shall abstain from voting and shall not participate in the discussion of the applicant organization other than to answer specific questions that may be raised by other Board members. Abstaining Board members may be included in attendance figures for the purposes of creating and maintaining a quorum.

In cases where FelineVMA's Executive Board decides to award a grant to an organization and one or more of FelineVMA's Board members has abstained from voting as the result of a conflict or the appearance thereof or a staff member has a conflict or the appearance thereof, such grants and board or staff members shall be identified in the foundation's annual report.

No Return Benefit

In furtherance of FelineVMA's Conflict of Interest Policy, board members are prohibited from accepting or offering favors or gifts from or to anyone who does business with or seeks grants from the organization. Moreover, no loans shall be made by the FelineVMA to any of its board members or staff. Any Board member or staff member who assents to or participates in the making of any such loan shall be liable to the FelineVMA for the amount of such loan until the repayment thereof.

I have read the FelineVMA Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a FelineVMA Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the executive director and/or the Board president in writing.

Signature of FelineVMA Board Member