



## ACC Conflict of Interest Policy

Employees of the Association of Corporate Counsel and the ACC Foundation (collectively ACC) shall observe the highest standards of business ethics and act in the best interests of ACC at all times. Among other things, this means disclosing any outside employment or other activities that might interfere with your employment at ACC and fully disclosing any circumstance in which an apparent or actual conflict of interest may arise in accordance with this ACC Conflict of Interest Policy (Policy).

### **Policy Definitions**

**“Outside Employment”** means any activity where you provide products or services to another individual or entity in return for direct or indirect compensation.

Example: Working for another company that pays you a salary, has hired you as a contractor (Form 1099), or owning a company where you benefit from the profits of that company.

**“Outside Activities”** means accepting a position on the board of directors (or other managing body), a planning committee, or advisory board of a: (1) for-profit company or business organization; or (2) a not-for-profit corporation or other non-profit organization engaged in any business in which ACC is involved, regardless of whether you are compensated for this activity.

Examples: Serving on the board of your spouse’s commercial business or on the board of a bar association that provides

services to lawyers. It would not include activities unrelated to ACC, such as being on the board of your condo association or your church.

**“Conflict of Interest”** means any activity which conflicts with or might conflict with the mission or activities of ACC. This includes the following:

- Where you or a member of your family receive compensation from, hold a position with, or have a financial interest in, any outside entity that seeks to do business with, does business with, or competes with ACC.

Example: Your spouse’s company seeks to sell computers to ACC.

- Accepting gifts or other favors (beyond those permitted under ACC policies) from any outside individual or organization that seeks to do business with, does business with, or competes with ACC.

Example: Accepting a gift with a value above \$100 from a sponsor of an ACC committee.

- Volunteer services which could interfere with your performance as an employee of ACC, or compete with or be damaging to ACC.

Example: Working with a national bar association to have a meeting of in-house counsel at the same time as our Annual Meeting.

- Engaging, directly or indirectly, in conduct which is disruptive, damaging, competitive, or disloyal to ACC.

Example: Providing confidential ACC financial information to someone outside of ACC without authorization.

•Making any decision or recommendation to ACC about any outside entity in which you or a member of your family have a business interest.

Example: Approving a contract for an electronic meeting registration system where the vendor employs your sister.

### **Disclosure Process**

Annual Disclosure. Once a year the President, Vice Presidents, and such other employees as the President may designate, shall submit the attached disclosure form to the Executive Committee of the Board. Once a year, all ACC staff shall submit the attached disclosure form to ACC's President. These forms must be updated during the year as necessary (For example, if an employee wants to take on a new Outside Activity).

The President may approve (with or without conditions) or deny any disclosed activity. Failure of an ACC employee to comply with the directives of the President may result in disciplinary action, up to and including termination. All employees shall make prompt, honest and complete disclosure to ensure that appropriate action can be undertaken to authorize, modify, or prohibit such activities that might harm or cause embarrassment to the employee or ACC.

ACC

### ASSOCIATION OF CORPORATE COUNSEL CONFLICT OF INTEREST ANNUAL DISCLOSURE STATEMENT

I have read the attached Policy on Conflict of Interest (Policy) adopted by the Association of Corporate Counsel and provide this disclosure as required by the Policy.

**Outside Employment:** Do you engage in Outside Employment (as defined in the Policy)

Yes  If yes, please describe. No

**Outside Activities:** Do you engage in Outside Activities (as defined in the Policy)?

Yes  If yes, please describe. No

**Interests:** Do you or a member of your family receive compensation from, hold a position with, or have a financial interest in, any individual or outside entity that seeks to do business with, does business with, or competes with ACC?

Yes  If yes, please describe. No

**Other:** Do you or anyone in your family engage in other activities that could possibly be regarded as constituting an appearance or actual conflict of interests with the mission or activities of the ACC?

Yes  If yes, please describe. No

I recognize the importance of full and complete disclosure and agree to report to ACC any possible conflict of interests that may develop prior to the submission of my next annual disclosure statement.

I affirm that in any circumstance that could be deemed a “close call” or if I am uncertain as to the appropriate answer, I will err on the side of full disclosure.

Signature: \_\_\_\_\_

Name: (Print) \_\_\_\_\_

Position: \_\_\_\_\_

Date: \_\_\_\_\_

## An Annual Affirmation

Here's an example of a conflict-of-interest statement to be signed by board members:

Members of the board of directors must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the chapter's board.

Board members are required to attest annually to their familiarity with chapter policies in this regard and to provide information concerning any possible conflict of interest so that disclosure may, if necessary, be made.

I hereby affirm that I have not, to the best of my knowledge and belief, been in a position of possible conflict of interest, except as indicated below:

### Financial Interests

(Describe exceptions, if any.)

### Use of Chapter Services, Property, Facilities.

(Describe exceptions, if any.)

Signature/Date