



Private Directors Association NFP Conflict of Interest Policy & Certification Conflict of Interest Policy

All Private Directors Association NFP (“**PDA**”) Board Members, officers, employees, Chapter Presidents, and committee chairs, when acting on behalf of the organization, are expected to comply with all applicable federal, state, and international laws, uphold all organizational policies and practices, and comport themselves in accordance with the highest standards of ethical business conduct. In furtherance of that goal, PDA has developed this Conflict-of-Interest Policy (this “**Policy**”) in the interest of identifying, avoiding, and minimizing actual, potential or perceived conflicts between the interests of PDA and the personal interests of PDA Board Members, officers, employees, Chapter Presidents, committee chairs and others.

The purpose of this Policy is to provide guidance to PDA Board Members, officers, employees, Chapter Presidents, and committee chairs to ensure that decisions about PDA’s operations and about the use or disposition of PDA’s assets are made solely on the basis of whether they serve PDA’s, rather than an individual’s interests.

Conflicts of interest can occur when PDA enters into transactions with individuals or entities that have relationships with PDA’s employees, contract staff, board members or officers. Accordingly, to avoid actual or potential conflicts of interest, or the appearance of a conflict of interest, individuals subject to this Policy should, except when to do so would violate a duty to refrain from disclosure, disclose material relationships with any individuals or entities seeking to do business or actively engage with PDA, and should refrain from participating in decisions affecting transactions between PDA and such individuals or entities unless reasonable measures are taken to assure that the terms of any agreement, arrangement or transaction involving PDA are fair and reasonable to PDA as compared to similar commercial matters, between disinterested parties, and negotiated on an arm’s-length basis.

Moreover, to avoid appearance of impropriety, no PDA Board Member, officer, employee, contract staff, Chapter President, or committee chair, in their capacity as such, should seek or accept, directly or indirectly, personal payments, loans, services, excessive entertainment, travel or gifts of more than *de minimis* value from any individual or entity doing or seeking to do business with PDA. This provision shall not, however, prevent PDA Board Members, officers, employees, Chapter Presidents, or committee chairs from accepting or making use of rooms or entertainment provided by facilities on a complimentary or upgraded basis in connection with an organizational conference, seminar, or school, where such room or entertainment is part of the overall contract negotiations with the facility and such use of facilities benefits PDA.

This Policy extends to conflicts of interest involving close relatives (spouses, domestic partners, parents, children, brothers and sisters) of individuals subject to this Policy.

PDA reserves the right to enforce this Policy in accordance with its Bylaws and as may be otherwise allowed by applicable law.

All PDA Board Members, officers, employees, contractor staff, Chapter Presidents and committee chairs must sign a Conflict-of-Interest Compliance Certification annually.

Conflict of Interest Compliance Certification

I have read and understood the Private Directors Association NFP Conflict of Interest Policy and agree to abide by its terms.

Signature _____

Date _____

Name _____