

**YALSA Board of Directors Meeting
2007 Annual Conference
Washington, DC, June 21-27, 2007**

Topic: Board Member Conflict of Interest Policy

Background: At the 2007 Midwinter Meeting the Board discussed the possibility of establishing a conflict of interest policy for Board members. A draft policy was presented for discussion and the consensus was to that instituting such a policy was desirable. An ad-hoc group, chaired by Christine Allen, was established to read through the draft policy and make any desired changes. The revised policy is presented here for Board approval.

Action Required: Action

CONFIDENTIALITY AND CONFLICT OF INTEREST DISCLOSURE FORM

Board Member: _____ (“you” or “your”)

Confidentiality

As a member of the Board of Directors, you recognize that you owe a fiduciary duty of care to YALSA. This includes a duty of confidentiality. In connection with your Board service, you may be given or have access to confidential information of YALSA or third parties. Confidential Information is all information that YALSA considers to be confidential or proprietary information of YALSA or third party sources. Confidential Information may include, but is not limited to, information regarding the organization, operations, programs, activities, policies, procedures, practices, financial condition, trade secrets, membership lists, and standards of YALSA, its members, or third parties. Confidential Information also may include, but is not limited to, unpublished or pre-release versions of YALSA standards, white papers, and other documents and information, or internal use only or limited circulation documents and information. You covenant and agree that you will not disclose or permit to be disclosed any Confidential Information, and that you will not appropriate, photocopy, reproduce, or in any fashion replicate any Confidential Information without the prior written consent of YALSA. You agree that any disclosure of Confidential Information in violation of this agreement shall cause immediate and substantial damage to YALSA and to any parties that provided the Confidential Information to YALSA. You agree to use reasonable efforts to maintain the confidentiality of the Confidential Information. You also agree not to use any Confidential Information for your own benefit or that of your Employer unless authorized in advance in writing by YALSA. Confidential Information shall not include information that you rightfully

obtain from a third party without comparable restrictions on disclosure or use.

Conflict of Interest

Certain activities sponsored by YALSA may pose a potential conflict of interest between a member's business or personal affiliations and his or her participation in the division. YALSA Directors should use professional, ethical judgment to avoid any real or perceived conflicts of interest because they damage the credibility of the association. In conducting association business, members of YALSA are expected to behave in a manner consistent with the ALA Code of Ethics (Policy 54.16, ALA Policy Manual).

Statement of Policy:

The Board of Directors must act at all times in the best interests of YALSA and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members shall identify the potential conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members of the Board of Directors shall:

- avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of YALSA; while the receipt of incidental personal or third-party benefit may necessarily flow from certain YALSA activities, such benefit must be merely incidental to the primary benefit to YALSA and its purposes;
- not abuse their Board membership by improperly using their Board membership or YALSA's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect YALSA;
- not engage in or facilitate any discriminatory or harassing behavior directed toward YALSA staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to YALSA;
- not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to YALSA without fully disclosing such items to the Board of Directors;
- provide goods or services to YALSA as a paid vendor to YALSA only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
- not persuade or attempt to persuade any employee of YALSA to leave the employ of YALSA or to become employed by any person or entity other than YALSA; and
- not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with YALSA to terminate, curtail or not enter into its relationship to or with YALSA, or to in any way reduce the monetary or other benefits to YALSA of such relationship.

Statement of Procedure:

The Executive Committee will determine the existence of a conflict of interest and take appropriate steps to resolve the conflict.

Disclosure:

To help avoid any conflicts of interest, on this form you are disclosing ownership or other proprietary interests, responsibilities, circumstances, or other reasons why you (or, by extension, any member of your family) might have an actual, perceived or potential conflict of interest with your duty to YALSA, with respect to both conflicts prohibited above and any others. You hereby invite further review by YALSA of any aspects of these circumstances that might be considered appropriate. In addition, you agree to take other steps, such as avoiding deliberation and resolution of certain issues or even withdrawing from your membership on the Board of Directors, if it is determined that such steps are necessary to protect the integrity of the Board of Directors and avoid the breach of your fiduciary duty to YALSA. Finally, during such time as you continue to serve on the Board of Directors, you agree to notify the YALSA Executive Director promptly if and when you determine that any additional actual, perceived or potential conflicts of interest with your duty to YALSA arise subsequent to the execution of this form. Please check and/or complete the appropriate section below:

Actual, perceived or potential conflicts:

There are no actual, perceived or potential conflicts.

* * * * *

Signature: _____

Name: _____

Title: _____

Date: _____