

How to Implement Your Board's Policy on Conflict of Interest

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Once your board has adopted a [Conflict of Interest Policy](#), you will need a procedure for implementing the policy during board meetings. Following is a procedure based on [Alice Sturgis's The Standard Code for Parliamentary Procedure](#) but also applicable to [Roberts Rules of Order](#).

A conflict of interest exists when a person in a position of trust has competing professional or personal interests. There is nothing shameful in having these competing interests, but they can make it difficult to act impartially. How we acknowledge and act on our conflicts of interest are what bring us credit or condemnation.

We are familiar with conflicts of interest that arise when a person receives compensation or other rewards because of a vote, policy, or other action. Conflicts of interest do not always involve money; they can reward someone's professional standing, give them an exclusive interest in a project or policy, or advance a family member. A conflict of interest exists even if no unethical or improper act results from it. Conflicts occur because we have multiple interests, affiliations, and positions of responsibility within the profession. In these situations, a person will sometimes owe identical duties of loyalty to two or more organizations or groups. If we do not acknowledge our competing loyalties, a conflict of interest can create an appearance of impropriety that can undermine confidence in the person, organization, or profession. Conflicts of interest that stay hidden are undesirable because they place the interests of one person ahead of the organization's obligations to its mission and its members. They also reflect poorly on the person involved and on the groups, businesses, and causes with which they are affiliated.

Board members should update their conflict of interest forms annually. If something comes up midyear, board members should contact the board officer responsible for updating the form. At times, board members may find themselves in situations that the form does not cover. Therefore, in all meetings, focus groups, email exchanges, and conferences calls, board members should self-identify conflicts of interest when they arise.

For example, at a meeting when the board may be discussing something such as a publications agreement with a university press, the board member who happens to sit on the editorial board for that press should state that they sit on the university press's editorial board. The group can then decide how to handle it. The chair would announce that the disclosure has been made. If board members want more information about the conflict of interest, the chair can ask the member to provide it. Then the board would discuss and possibly vote on one of several courses of action.

Board members might conclude that the public disclosure is sufficient and that the member can participate in the discussion and vote because everyone can filter any comments, knowing of the board member's interest in the topic. The board might decide that the member should not participate in the discussion except to provide information when and if the group specifically requests it from the board member. The board might determine that the board member should neither discuss nor vote on the

matter but can remain in the room to hear the discussion. The board might decide that the board member should recuse him or herself and then leave the room during the discussion and vote.

If a board does not have written procedures for handling conflicts of interest as they arise during a meeting, conference call, or email exchange, it can handle each disclosure on a case-by-case basis. The secretary should record the disclosure and how it was handled in the minutes.

What is a board member's ethical obligation if it is known that someone is not self-disclosing a conflict of interest? If no one in the group knows that the member has a conflict of interest and the conflict has not been disclosed, two options are possible:

1. One could speak privately with the member during a break, pass the member a note, or email the member privately if discussing something over email, and explain why one thinks the member has a conflict of interest and give the member the opportunity to disclose it.
2. If a private communication is not possible, one could announce to the group, as politely and professionally as possible, that one believes the member has a conflict that needs to be disclosed. The group must then determine how to handle it. The integrity of the board's processes and decisions depends on respecting the fact that conflicts of interest are always present. It is how board members acknowledge and address them that matters.