



CONFLICT OF INTEREST POLICY

Article I Purpose

The purpose of the conflict of interest policy is to protect Omaha Symphony Association (OSA) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or key employee of OSA or a disqualified person as defined under Section 4946(a) (“Disqualified Person”) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”). This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations and any applicable provisions of the Code addressing Disqualified Persons.

Board members have a fiduciary duty to conduct themselves without conflict to the interests of OSA. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of OSA.

As a consequence of representing OSA, Board members may be in a position to establish personal relationships with patrons and donors or obtain confidential information concerning them. Board members may not use any information obtained about patrons and donors to further their personal interests.

In addition to this, the materials, products, designs, plans, ideas and data of OSA should never be given or sold to an outside agency, firm or person except through normal channels and with appropriate authorization. Any improper transfer of material or disclosure of information, even though it is not apparent that a member has personally gained by such an action, constitutes unacceptable conduct. Any member who participates in such practice will be subject to disciplinary action, up to and including possible legal action.

Article II Definitions

1. Interested Person

Any director, principal officer, senior staff or member of a committee with Board of Director delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which OSA has a transaction or arrangement,
- b. A compensation arrangement with OSA or with any entity or individual with which OSA has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which OSA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that the arrangement is outside the ordinary course of business and that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must annually disclose the existence of the financial interest if it is outside the ordinary course of business and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Director delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Directors or committee shall determine whether OSA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in OSA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

An Interested Person who is a member of the Board of Directors and receives compensation, either directly or indirectly, from OSA for services is precluded from discussing and voting on matters pertaining to that member.

Article VI Annual Statements

Each director, senior staff and member of a committee with Board of Director delegated powers shall annually complete and sign a statement which discloses conflicts of interest and affirms such person:

- a.** Has received a copy of the conflict of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands OSA is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

**Omaha Symphony
Conflict Of Interest Disclosure Form**

Each director, senior staff and member of a committee with Board of Director delegated powers will receive a copy of the Conflict of Interest Policy annually along with this disclosure form.

For each section, please initial each statement appropriately:

- 1. To the best of my knowledge, I have not been a participant, directly or indirectly, in an arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with Omaha Symphony, outside the ordinary course of business, which has resulted or could result in personal benefit to me.

_____ _____
Agree Disagree

- 2. To the best of my knowledge, I have not been a recipient, directly or indirectly, of any salary, payments or loans, gifts of any kind, free service or discounts, or other fees from or on behalf of any person or organization engaged in any transaction with Omaha Symphony.

_____ _____
Agree Disagree

- 3. I do not have family or business relationships with any other officer, director, trustee, or key employee of Omaha Symphony, outside the ordinary course of business.

_____ _____
Agree Disagree

If you have disagreed with any of these statements, please provide the nature or explanation of any conflict or potential conflict on the attached form.

Omaha Symphony
Conflict Of Interest Disclosure Form – Page Two

Please provide the nature or explanation of any conflict or potential conflict on this form:

1.

2.

3.

I have received, read and understand the OSA Conflict of Interest Policy. I agree to comply with the policy, and I understand that Omaha Symphony is a charitable organization and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Print Name

Signature

Date

When completed, please return this 2-page disclosure form to:

Diane Coffin

Omaha Symphony

Board of Directors

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Omaha, NE 68102

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