



CONFLICT OF INTEREST POLICY

ICNA Relief USA as a nonprofit, tax-exempt organization depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the IRS as well as state corporate and tax officials, view the operations of ICNA Relief USA as a public trust which is subject to scrutiny by and accountability to such governmental authorities as well as to members of the public.

Consequently, there exists between ICNA Relief USA and its board, officers, and management employees a fiduciary duty which carries with it a broad and unbending duty of loyalty and fidelity. ICNA Relief USA, The board, officers, and management employees have the responsibility of administering the affairs of ICNA Relief USA honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of ICNA Relief USA. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with The Nonprofit Center or knowledge gained therefrom for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

This statement is directed not only to directors and officers, but to all employees who can influence the actions of ICNA Relief USA. For example, this would include all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning The Nonprofit Center.

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to The Nonprofit Center.
2. Persons and firms from whom ICNA Relief USA leases property and equipment.
3. Persons and firms with whom ICNA Relief USA is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting ICNA Relief USA.
6. Agencies, organizations, and associations which affect the operations of ICNA Relief USA.
7. Family members, friends, and other employees.

A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with ICNA Relief USA.
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with ICNA Relief USA.
3. Receiving remuneration for services with respect to individual transactions involving ICNA Relief USA.



ICNA Relief USA Programs Inc.

4. Using ICNA Relief USA's time, personnel, equipment, supplies, or good will for other than ICNA Relief USA approved activities, programs, and purposes, except that minor, reasonable use is allowable at the discretion of the Executive Director or the Board.

5. Receiving personal gifts or loans from third parties dealing with ICNA Relief USA. Receipt of any gift is disapproved except gifts of nominal value which could not be refused without discourtesy. No personal gift of money should ever be accepted.

The areas of conflicting interest listed, and the relations in those areas which may give rise to conflict, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of ICNA Relief USA.

However, it is the policy of the board that the existence of any of the interests described shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Disclosure should be made according to ICNA Relief USA standards. Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed in the audited financial statements of the organization;
2. The related party is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive (or if she or he is the one with the conflict, then to the board chair), who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the board chair.

Disclosure involving directors should be made to the board chair, who shall bring these matters, if material to the board.

The board shall determine whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to ICNA Relief USA. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of ICNA Relief USA and the advancement of its purpose.