



Galapagos Conservancy Conflict of Interest Policy

General rule.

Each of the Galapagos Conservancy, Inc. (“Galapagos Conservancy”) members of the Board of Directors (“Board”), employees, consultants and contractors are obligated to disclose in a timely manner all facts and circumstances of any relationship, interest, or matter that poses the potential for a conflict of interest; to take all possible steps to avoid becoming involved in an actual conflict of interest; and to take all reasonable steps to avoid raising the appearance of a conflict of interest. Every member of the Board and all employees shall review and certify their awareness of and compliance with this policy. This certification shall be done at least once a year and updated as needed.

Obligation to Disclose.

Board members, employees, consultants and contractors must disclose any and all actual or potential conflicts of interest, or any situation, or situations which may create the appearance of a conflict of interest. Conflicts of interest may involve financial matters, but are not necessarily limited to financial issues alone. In the case of a member of the board of directors, and the President, the disclosure shall be directed to the Board chair who shall decide the issue; and in the case of any other employee to their supervisor, who shall inform the President.

Procedure Following Disclosure.

When a member of the Board has disclosed an actual or potential conflict of interest, or one that could create the appearance of a conflict of interest, the chair of the Board shall determine whether or not a material conflict of interest exists, and if so, they jointly shall decide whether the transaction or arrangement is in Galapagos Conservancy’s interest in spite of the conflict or appearance of a conflict and should be allowed with a written waiver of the conflict with such terms and conditions as they deem appropriate, or in their discretion they may submit the issue for decision by the full Board. The member of the Board with the conflict decision pending shall provide all relevant and requested information, but may not participate in the discussion, deliberation, and decision whether to permit them to enter into the arrangement or transaction which gives rise to the conflict and for which they have requested a conflict waiver. Conflict waivers shall be in writing with such terms and conditions are reasonable to protect the interests, reputation, and public appearance and perception of the organization. No conflict waivers are effective, unless they are in writing.

Specific rules.

- *Accepting or Giving Gifts or Gratuities.* No member of the Board, employee, spouse, close relative or significant other of a Board member or an employee shall accept or solicit any gift or gratuity, including such non-monetized gifts or other inducements, from any individual or organization that has an interest in an issue, matter or transaction in which Galapagos Conservancy has an interest, nor shall a member of the Board, employee, spouse, close relative, or significant other, make a gift to such a person.
 - Note 1: This prohibition does not apply to gifts of nominal value such as a t-shirt, award plaque or similar items, a meal, or gifts of value less than \$100 in the aggregate in any one year. Gifts with an annual value of more than \$100 can be received with prior approval from the chair of the Board for board members, and the President for employees. In addition, special circumstances may apply in cases involving a Galapagos Conservancy director and/or employee dealing with a major individual donor, as indicated below.
 - Note 2: Ordinarily, honoraria or speaker’s fees offered to a Galapagos Conservancy Board member, or employee speaking on behalf of the organization, or in their capacity as a person recognized as being associated with the Galapagos Conservancy shall not inure to the benefit of the individual but shall be made payable to or reimbursed to Galapagos Conservancy.
- *Donor relations.* A Galapagos Conservancy Board member, or employee, working to cultivate a major donor for Galapagos Conservancy’s benefit may be offered or given gifts, including travel and entertainment, in excess of the usual limits permitted under this policy. In such cases the decision whether the individual may accept or must refuse, reimburse or return the gift in question will be made by the chair for members of the board, and by the President in advance of the transaction or, if that is not possible, within thirty (30) days following. All material facts and circumstances must be disclosed in the request.
- *Employment of close relative.* No relative, spouse, or significant other of an employee may be placed in the same department as a close relative who is also an employee or proposed employee. No employee may be placed in a position at Galapagos Conservancy where he or she would report directly to a spouse, significant other, or close

relative. No person related to or in a relationship with a Board member may be employed by the Galapagos Conservancy in any capacity, whether as an employee, consultant, or outside contractor, except by prior express authorization of the Board.

- *Sexual Harassment & Relationships of Board Members with Staff* – The Galapagos Conservancy is strongly committed to assuring a workplace for all of its staff, which is free from sexual harassment, or even the appearance of impropriety. **Board members are strictly forbidden to have or solicit any type of sexual contact, or romantic relationship of any kind with any staff member, consultant, or contractor, under any circumstance. There are no exceptions to this rule.** Any Board member subject to a complaint of violating this rule shall immediately be removed from ALL positions of any kind with the Galapagos Conservancy pending a decision on the complaint by the full Board. Similarly, if a staff member makes an advance toward a Board member, the employee shall be immediately suspended pending investigation and decision by the Board. Staff may be subject to immediate termination without any further warning for violation of this policy. **ALL conduct, actions, or statements whether written or verbal, which appear to violate this policy shall be communicated immediately to the chair of the Board.** Any investigation of a complaint of a violation of this policy shall occur promptly and be presented to the full board for consideration and decision as soon as reasonably practical. Sensitivity shall be maintained considering both the accused, and accuser. In its discretion, the Board may retain outside counsel to conduct an independent investigation for presentation to the Board in making its decision.
- *Improper influence.* No Board member, employee, their spouse, significant other, or close relative should attempt to influence Galapagos Conservancy’s position on any issue, matter or transaction when acting on his or her own behalf or when acting on behalf of another person, business, organization or group without, at a minimum, full disclosure of such non-Galapagos Conservancy interest in any discussion or deliberation of such issue, matter or transaction.
- *Outside work and voluntary activities.* No Board member, employee, their spouse, significant other, or close relative shall engage in employment, consulting work or volunteer activity outside of Galapagos Conservancy that competes directly with Galapagos Conservancy’s business or takes an opportunity from Galapagos Conservancy or implies Galapagos Conservancy sponsorship or support of the outside employment or activity.
- Galapagos Conservancy Board members, employees, their spouse, significant other, or close relatives, shall neither give, participate in, acquiesce in, nor accept nor solicit personal gifts, gratuities, bribes or kickbacks, including non-monetized benefits such as offers of future employment or other inducements, from any party seeking:
 - 1) to do business with Galapagos Conservancy;
 - 2) to influence Galapagos Conservancy’s decision or opinion on any programmatic, hiring, promotion or contractual matter;
 - 3) to gain access to confidential business information or other data received under an obligation to safeguard its unauthorized disclosure to third parties;
 - 4) falsification of any Galapagos Conservancy business record;
 - 5) appointment to the Galapagos Conservancy Board or an advisory body; or
 - 6) to influence Galapagos Conservancy’s action in comparable circumstances.

I have read and am familiar with this organization’s policy concerning conflicts of interest and I agree to abide by this policy. In compliance with the above policy, I hereby disclose affiliation with the following organizations including positions held by either myself, spouse, significant other, or my family members which may present a conflict of interest. This includes but is not limited to, Board membership on other conservation non-profits and foundations.

Organization: _____ Position and date held: _____

Organization: _____ Position and date held: _____

Or (check if applicable):

I have no affiliations resulting in a conflict of interest: _____

Board Member or Employee Date

Approved by the Board of Directors on 20th February 2021.