

Michigan College Learning Center Association (MICLCA)

Conflict of Interest Policy

Approved by the MICLCA Board of Directors on December 5, 2025.

It is in the best interest of the Michigan College Learning Center Association (MICLCA) to be aware of and properly manage all conflicts of interest and appearances of conflicts of interest. This Conflict of Interest Policy is designed to help MICLCA board members, board officers, and committee members identify situations that present potential conflicts of interest and to provide MICLCA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in the Association's operations.

1. Conflict of Interest Defined

A person with a conflict of interest is referred to as an "Interested Person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- a. A director, officer, or committee member (or a family member of any of the foregoing) is a party to a contract or involved in a transaction with MICLCA for goods or services.
- b. A director, officer, or committee member (or a family member of any of the foregoing) has a material financial interest in a transaction between MICLCA and an entity in which the individual or a family member is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- c. A director, officer, or committee member (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with MICLCA.

Other situations may create the appearance of a conflict or present a duality of interests in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the Board, and a decision made as to what course of action the organization should take so that the best interests of the nonprofit are not compromised.

Gifts, Gratuities, and Entertainment. Accepting gifts, entertainment, or other favors from individuals or entities can result in a conflict or duality of interest when the party providing the gift, entertainment, or favor does so under circumstances where it might be inferred that such action was intended to influence the interested person in the performance of their duties. This does not preclude the acceptance of items or entertainment of nominal value not related to any particular transaction or activity of MICLCA.

2. Definitions

Conflict of Interest: Any circumstance described in Section 1 of this Policy.

Interested Person: Any person serving as an officer, member of the Board of Directors, or committee member of MICLCA who has a personal interest that conflicts with the interests of MICLCA.

Family Member: A spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister of an Interested Person.

Material Financial Interest: A financial interest substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions involving MICLCA.

Contract or Transaction: Any agreement or relationship involving the sale or purchase of goods or services, the provision or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to MICLCA is not a Contract or Transaction.

3. Procedures

- a. Prior to Board or committee action on a Contract or Transaction involving a Conflict of Interest, a director, officer, or committee member having a Conflict of Interest shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- b. A person with a Conflict of Interest shall not participate in or be permitted to hear the Board's or committee's discussion of the matter except to disclose material facts and respond to questions. Such person shall not attempt to exert personal influence with respect to the matter, either at or outside the meeting.
- c. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on shall not be counted in determining the presence of a quorum for purposes of the vote. They may not vote on the Contract or Transaction and shall not be present when the vote is taken unless the vote is by secret ballot.
- d. Oversight of Conflict of Interest issues shall be conducted by the President and the Treasurer. If the conflict involves one or both of these officers, the remaining officers of the Board shall assume oversight.
- e. In the event it is unclear whether a Conflict of Interest exists, the individual shall disclose the circumstances to the President or Treasurer, who shall determine whether full Board discussion is warranted.

4. Confidentiality

Each director, officer, and committee member shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest that might be adverse to the interests of MICLCA. Furthermore, no one shall disclose or use information relating to the business of MICLCA for their personal profit or advantage or for that of a Family Member.

5. Review of Policy

- a. Each director, officer, and committee member shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that they have done so.**
- b. At the start of each term, each director, officer, and committee member shall complete a disclosure form identifying any relationships, positions, or circumstances that could contribute to a Conflict of Interest. This information shall be treated as confidential and made available only to the President, Treasurer, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary.**
- c. This policy shall be reviewed at the start of each Board term. Any changes shall be communicated to all officers and committee members.**

Michigan College Learning Center Association (MiCLCA)
Conflict of Interest Disclosure Form

Date: _____

Name: _____

Position: _____

Please describe any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between MiCLCA and your personal interests, financial or otherwise:

____ I have no conflict of interest to report

____ I have the following conflict of interest to report:

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed and agree to abide by the Conflict of Interest Policy of MiCLCA.

Signature: _____ Date: _____