



CONFLICT OF INTEREST DISCLOSURE FORM

Any Director or Officer who has a direct or indirect financial, familial, or other interest through business, investment or family shall report the same on this form. A direct or indirect financial interest includes:

1. An ownership or investment interest in any entity that the Bellingham Symphony Orchestra (BSO) has transaction or arrangement,
2. A compensation arrangement with the BSO or with any entity or individual that the BSO has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with whom the BSO is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Executive Committee of the Board determines that a conflict of interest exists. See attached policies.

Name of Officer or Director:

(Print Name)

Signature of Officer or Director:

Date:

_____ I do not have any direct or indirect financial, familial, or other interest.

_____ I have the following direct or indirect financial, familial, or other interest. (Describe in detail. Please include the names of any family - spouse, children, grandchildren, ancestors - or businesses related to this financial interest.)



Section 3. Conflicts of Interest

The purpose of this Conflict of Interest Policy is to uphold the highest ethical standards and ensure transparency in the governance of the Bellingham Symphony Orchestra (BSO). This policy seeks to protect the organization's integrity by identifying, disclosing, and appropriately managing situations where personal, financial, or professional interests could conflict - or appear to conflict - with the mission and decision-making of the organization. By fostering accountability and trust, this policy ensures that all actions taken by the board are in the best interests of the organization, its players, and community.

A. A conflict of interest or potential conflict of interest arises when a board member's personal, financial, or professional interests could potentially interfere with their ability to act in the best interests of the BSO. Examples include, but are not limited to:

- 1) A personal or familial ownership or investment interest in any entity with which BSO has a financial transaction or arrangement. This includes relationships with vendors, sponsors, or other parties that could influence impartial judgment.
- 2) A personal or familial compensation arrangement, with BSO or with any entity or individual with which BSO has a financial transaction or arrangement. This includes personal or family financial gain from a decision or contract involving the orchestra.
- 3) A potential personal or familial ownership or investment interest in, or compensation arrangement with, any entity or individual with which BSO is negotiating a financial transaction or arrangement.
- 4) Serving as a board member, officer, or employee of another organization with conflicting or overlapping interests.
- 5) Simultaneously serving as a board member and as an orchestra player (or spouse, partner, or close relative of a player), specifically where decisions regarding musician stipends, performance opportunities, or other matters might directly impact the individual. (See "Recusal for Player-Board Members" below.)

B. Disclosure

Disclosure is essential to maintain transparency, preserve trust, and ensure that decisions are made solely in the best interests of the BSO, free from undue influence or the appearance of impropriety. Accordingly, Board members are required to disclose any actual or potential conflicts of interest to the Executive Committee.

Disclosure is also required for possible appearance of impropriety. An "appearance of impropriety" exists when a reasonable person, with knowledge of the relevant circumstances, could perceive that a board member's personal interests might improperly influence their actions or decisions on behalf of the BSO, even if no actual conflict exists.

We require directors and staff to complete Conflict of Interest forms at the start of their terms and at least annually, disclosing any financial or familial interest in transactions and arrangements with us, or certifying that none exist. In addition, the annual statement affirms from the the board member that:

- 1) They have read, understood, and will comply with this policy.
- 2) They will disclose when they learn that a negotiation, transaction, or arrangement exists that may present a conflict of interest or appearance of conflict of interest.
- 3) When a conflict of interest or appearance of conflict of interest occurs, they agree to offer to recuse as outlined in this policy and comply with any special guidelines and constraints that affect them.

C. Recusal for Player-Board Members

Board members who are also musicians in the orchestra serve an important role in representing first-hand the needs of players, and of communicating Board concerns, questions, and decisions to other players. With this role comes an increased level of



responsibility to identify how they or close colleagues could be impacted (or appear to be impacted) by the decisions of the Board. Because of this, they must offer to recuse themselves from discussions or decisions involving:

- 1) Scheduling, repertoire, or assignments that affect them as players.
- 2) Evaluations, disciplinary actions, or other processes or procedures that could impact them as player.
- 3) Stipends or compensation for orchestra members, where no process to manage conflicts of interest has already been approved.

However, player-board members may participate in all discussions and decisions not directly related to their personal role as a musician, provided no conflict is present. When in doubt, the player-board member should raise the possible conflict and ask that a determination be made following the process below.

D. Exceptions to Recusals

The two Players Committee board members (Players Committee Chair and Orchestra Representative) have guaranteed votes on the board and are not required to recuse themselves unless they believe they have a personal conflict of interest or their participation would give an appearance of conflict of interest.

An exception will be made for board members that are players in reviewing and approving the annual budget, which includes player stipends.

An exception may be made to recusal requirements for player-board members who are also Executive Committee members (President, Vice President, Past President, Treasurer, and Secretary) when their participation is necessary to achieve a quorum, serve the essential functions of their role, or provide critical insight and leadership. They must still offer to recuse themselves from votes on matters that directly impact or benefit them personally, or where their participation would give an appearance of conflict of interest.

All exceptions to disclosure or recusal guidelines must be approved by a majority vote of the non-interested board members. If this exception vote occurs at a board meeting, the required majority will be of the non-interested members in attendance (in person or remotely). If an exception vote is requested outside of a meeting (for example, via email), the required majority will be of all current non-interested board members.

E. Multiple Board Member Conflicts

For potential conflicts of interest that affect multiple board members, such as development or revision of player stipends, the Executive Committee (or its designated officers) may develop detailed guidelines separately from any individual disclosures or offers to recuse. Such guidelines are subject to review and approval by a majority of disinterested board members before implementation and inclusion as an attachment to this policy.

F. We Determine Conflicts of Interest and Try to Avoid Them.

Our Executive Committee reviews any reported financial or familial interests of Directors to determine if an actual or potential conflict of interest exists.

- 1) If the matter concerns a member of the Board or Executive Committee, that member does not participate, but may be asked to provide helpful information.
- 2) Executive Committee reports to the Board and affected Director or staff member as to whether a conflict of interest exists and if so, provides a recommended course of action.



- 3) The Board reviews the Executive Committee's determination, or makes the determination if the Executive Committee cannot or does not make one.
- 4) We make a record of the proceedings of the Board or Committee's determination.

G. Review and Determination

1) Disclosure During Meetings

For conditions that raise the potential conflict or the appearance of a conflict during a board or committee meeting, disclosure must be made immediately, and prior to any motions, discussion, voting, or other formal action by the Board or any committee acting on behalf of the Board. In this case the options are:

- A motion may be made to postpone the agenda item (including discussion and any related voting) to a future meeting, and refer the disclosure to the Executive Committee for a determination. If the motion passes with a majority of the disinterested members, the meeting will continue with non-conflict agenda items.
- A motion may be made to temporarily suspend the current meeting and convene the Executive Committee in executive (closed) session to immediately make a determination about recusal or full or constrained participation (see below). Once the determination is made, the original meeting will be called back to order, the decision announced, and the agenda resumed.

2) Disclosure Outside of Meetings

For potential conflicts that are identified in advance of meetings or in the course of committee or project work, disclosure must be made with five days of discovery of the potential conflict, and ideally at least two weeks prior to the meeting where the conflict would occur, so that any changes to the meeting can be planned.

The Executive Committee (or its designated officers), shall review all disclosures of potential conflicts within 10 working days after receipt, or prior to any motions, discussion, voting, or other formal action which would raise the conflict or appearance of conflict.

The disclosing board member may present relevant information to the reviewers in writing or request a meeting to discuss the potential conflict and recusal. However, they shall not participate in discussion or vote on the determination.

3) Addressing Conflicts

If a conflict is determined to exist, the board member involved may be required to recuse themselves from discussions and decisions related to the conflict.

However, if a review indicates that the value of allowing the member to participate fully (or under constraints) outweighs the possible conflict a process for topic-specific conflict management may be developed. In this case, the Executive Committee will present detailed guidelines to the board, with approval of a majority of the disinterested board members required to proceed. Such guidelines should include at least the following:

- Which board member the guidelines apply to.
- Which topic(s) the guidelines apply to.
- The venue in which the guidelines apply, such as full board meetings or specific committees.
- When constraints begin to apply.
- When constraints end.
- When constraints require review, updating, and re-approval.
- The scope of the constraints, such as restrictions against serving as chair or participating in a vote.



H. Quorum and Voting Requirements for Recusals

When a board member is recused due to a conflict of interest, the following procedures apply to ensure the board can conduct business effectively and in compliance with its governing rules.

1) Quorum Requirements

A board member who has recused themselves due to a conflict of interest is not counted toward the quorum for the specific vote or decision from which they are recused. Quorum for other unrelated matters discussed in the same meeting remains unaffected by the recusal.

2) Majority Vote Requirements

For decisions requiring a majority vote, only the votes of non-recused board members will be considered. Approval of a matter subject to a conflict of interest must receive the affirmative vote of a majority of the remaining disinterested board members present at the meeting.

3) Procedures for Reduced-Number Boards

If recusal reduces the board to fewer than the minimum number required for a quorum under the bylaws, the matter will be tabled until sufficient disinterested members are available to meet quorum requirements. Alternatively, the matter may be referred to an independent committee or external advisors for recommendation and approval.

4) Recordkeeping

All disclosures of conflicts, recusal decisions, and actions taken to address conflicts will be recorded in the meeting minutes, which will explicitly note:

- The nature of the conflict.
- The name of the recused board member.
- The adjusted quorum.
- The outcome of the vote, including the names of disinterested members participating in the decision

5) Compliance and Enforcement

Failure to disclose a conflict or abide by this policy may result in disciplinary action, up to and including removal from the board, in accordance with BSO Bylaws and Policies and Procedures.

I. We Do Not Participate in Political Campaigns.

As a 501(c)(3) organization, we do not participate in political campaigns. In order to protect the organization's 501(c)(3) status, any violation should be brought to the Board's attention. This includes participating in political campaigns on behalf of or in opposition to a candidate for public office, ballot measure, or publishing any materials that may create an appearance of bias regarding issues that are significant to the BSO. We do not donate to political campaigns including but not limited to candidates, political parties, or legislative initiatives.