



Conflict of Interest Policy

This Conflict of Interest Policy (this "**Policy**") is designed to identify real and potential conflicts of interest on the part of the leadership of Facing History and Ourselves, Inc. ("**Facing History**"), including the Board of Directors, the President/CEO and his/her senior management staff, and members of the Finance Committee, Audit Committee, and other committees whose decisions may affect the allocation of Facing History's resources (each such person, a "**Covered Person**"). This Policy is intended to supplement but not replace any state and federal laws governing conflicts of interest applicable to non-profit and charitable organizations. Any questions about this Policy should be referred to Anne-Marie Fitzgerald (617-735-1633; anne_marie_fitzgerald@facinghistory.org), who is in charge of administering, enforcing, and updating this Policy.

A. Definitions

1. "**Conflict of Interest.**" Arises in situations where, in the judgment of Facing History's Board of Directors (the "**Board**"):
 - a. The outside interests or activities (such as Covered Interests) of a Covered Person interfere or compete with Facing History's interests.
 - b. The stake of a Covered Person in a transaction or arrangement is such that it reduces the likelihood that such person's influence can be exercised impartially in the best interests of Facing History.
 - c. A Covered Person has divided loyalties.
 - d. An Excess Benefit Transaction would occur.

2. "**Covered Interest.**" Exists when a Covered Person has directly, or indirectly through a Related Party:
 - a. An ownership or investment interest in any entity with which Facing History has a transaction or arrangement.
 - b. A compensation arrangement with Facing History or with any entity or individual with Facing History has a transaction or arrangement.
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Facing History is negotiating a transaction or arrangement.
 - d. A legal commitment or financial interest, including by virtue of a board appointment, employment position, or volunteer arrangement, to act in the interests of another entity or individual.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A Covered Interest is not necessarily a Conflict of Interest; a person who has a Covered Interest may have a Conflict of Interest only if the Board decides that a Conflict of Interest exists.

3. "**Excess Benefit Transaction.**" Any transaction in which an economic benefit is provided by Facing History, directly or indirectly, to or for the use of a disqualified person and the value of the economic benefit provided by Facing History exceeds the value of the consideration (including the performance of services) received by Facing History. A "disqualified person" is any person who was in a position to exercise substantial influence over the affairs of the non-profit at any time during a five-year lookback period, ending on the date of the transaction, and includes but is not limited to Covered Persons and Related Parties, as defined herein.

4. "**Related Party.**" Any one of the following persons or entities:

- a. Any Relative of any Covered Person.
 - b. Any entity or trust of which any Covered Person or individual described in subsection 4(a) above serves as a director, trustee, officer, employee, or volunteer.
 - c. Any entity or trust in which any Covered Person or individual described in subsection 4(a) above has a thirty-five percent (35%) or greater ownership or beneficial interest.
 - d. Any partnership or professional corporation in which any Covered Person or individual described in subsection 4(a) above has a direct or indirect ownership interest in excess of five percent (5%).
 - e. Any other entity or trust in which any Covered Person or individual described in subsection 4(a) above has a material financial interest.
5. "**Relative**". Any one of the following persons:
- a. The spouse or domestic partner of a Covered Person.
 - b. The ancestors of a Covered Person.
 - c. The siblings or half-siblings, children (whether natural or adopted), grandchildren, and great-grandchildren of a Covered Person.
 - d. The spouse or domestic partner of any person described in subsection 5(c) above.

B. Procedures

1. **Duty to Disclose**. A Covered Person must disclose the existence of any actual, potential, or perceived Conflict of Interest as soon as such Covered Person identifies that there may be a Conflict of Interest, and before Facing History enters into the proposed transaction or arrangement that gives rise to the Conflict of Interest. The disclosure shall be made to the Board using the "Report of Potential Conflict of Interest" form attached to this Policy as Exhibit A.
2. **Determining Whether a Conflict of Interest Exists**. After disclosure of the actual, potential, or perceived Conflict of Interest, the Board shall determine whether a Conflict of Interest exists by following the procedures described in this Section 2:
 - a. The Board shall review the disclosure form provided by the Covered Person.
 - b. The Board may request that the Covered Person meet with the Board to provide any additional information related to the potential Conflict of Interest.
 - c. After any discussion between the Board and the Covered Person, the Covered Person shall leave the Board meeting while the determination of a Conflict of Interest is discussed and voted upon.
 - d. The Board, other than the conflicted Covered Person(s), shall decide if a Conflict of Interest exists. If the remaining Board determines by majority vote that no conflict exists, no further review of the transaction by the Board is required if not ordinarily required in the normal course of business. The discussion and determination of the existence of a Conflict of Interest shall be documented in accordance with the procedures outlined below.
 - e. The determination that a Conflict of Interest exists shall not preclude the Board (other than the conflicted Covered Person(s)) from approving the matter, but such determination shall require the board to follow the procedures outlined below.
3. **Procedures for Addressing the Conflict of Interest**. To address a Conflict of Interest, the Board shall follow the procedures described in this Section 3:
 - a. The Covered Person shall not attempt to intervene with or improperly influence the deliberations or voting on the matter giving rise to the Conflict of Interest.
 - b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate market information and alternatives to the proposed transaction or arrangement, including obtaining comparability data when determining compensation.
 - c. After exercising due diligence, the Board shall determine whether Facing History 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 possible under circumstances not producing a Conflict of Interest, the Board shall determine by a majority vote of the disinterested

directors whether the transaction or arrangement is: (i) in Facing History's best interests; (ii) for its own benefit; and (iii) fair and reasonable.

- e. In conformity with the above determinations, the Board shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflict of Interest Policy.**

- a. If the Board has reasonable cause to believe a Covered Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall inform the Covered Person of the basis for such belief and afford the Covered Person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Covered Person's response and after making further investigation as warranted by the circumstances, the Board determines the Covered Person has failed to disclose an actual, potential, or perceived Conflict of Interest, it shall take appropriate disciplinary and corrective action, up to and including termination of employment or volunteering, or removal from the Board.
- c. Each Covered Person is responsible for reporting to his or her manager or to the Board any suspected failure to disclose by any Covered Person, regardless of position, in accordance with Facing History's whistleblower policy.
- d. Conduct that violates this Policy is always considered outside the scope of employment of any employee acting on behalf of Facing History.

5. **Confidentiality.**

- a. Facing History shall maintain the confidentiality of any disclosures made in connection with this Policy and limit access to the information in accordance with Facing History's privacy policy.
- b. Each Covered Person shall exercise care not to use, publish, or disclose confidential information acquired in connection with disclosures of actual, potential, or perceived Conflicts of Interest during or subsequent to his or her employment or participation on the Board.

C. Records of Proceedings

1. The minutes of the meeting(s) of the Board shall contain:
 - a. (i) The names of the persons who disclosed or otherwise were found to have an actual, potential, or perceived Conflict of Interest; (ii) the nature of the disclosed interest; (iii) any action taken to determine whether a Conflict of Interest was present; (iv) whether the Covered Person was present during the determination; and (v) the Board's decision as to whether a Conflict of Interest in fact existed.
 - b. (i) The names of the persons who were present for discussions by the Board of the proposed transaction or arrangement; (ii) the votes relating to the transaction or arrangement; (iii) the content of the discussion, including any alternatives to the proposed transaction or arrangement; and (iv) a record of any votes taken in connection with the proceedings.
2. The board minutes shall be approved as reasonable, accurate, and complete before the later of:
 - a. The next Board meeting.
 - b. Sixty (60) days after the final actions of the Board are taken.

D. Compensation

1. A voting member of the Board who receives compensation, directly or indirectly, from Facing History for services is precluded from voting on matters pertaining to that member's compensation.
 - a. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Facing History for services is precluded from voting on matters pertaining to that member's compensation.
 - b. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Facing History, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

E. Annual Statements and Disclosures

1. Each Covered Person shall complete, at least annually, Facing History's "Statement of Compliance with Conflict of Interest Policy" form attached to this Policy as Exhibit B.
2. All "Report of Potential Conflict of Interest" forms and "Statement of Compliance with Conflict of Interest Policy" forms will be reviewed by the Audit Committee and any conflicts identified will be evaluated to determine whether such conflicts should be allowed in the best interests of Facing History. The Audit Committee will annually deliver a report to the Board noting instances of conflict (or potential conflict) and describing actions taken in response thereto by the Audit Committee.

F. Periodic Reviews

1. To ensure Facing History operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its reputation or tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are: (i) reasonable; (ii) based on competent survey information; and (iii) the result of arm's length bargaining; and
 - b. Whether partnerships, joint ventures, and arrangements with management organizations: (i) conform to Facing History's written policies; (ii) are properly recorded; (iii) reflect reasonable investment or payments for goods and services; (iv) further charitable purposes; and (v) do not result in inurement, impermissible private benefit, or an Excess Benefit Transaction.
2. Facing History expressly reserves the right to change, modify, or delete the provisions of this Policy without notice.

G. Use of Outside Experts

When conducting a Conflict of Interest determination as provided for in this Policy, Facing History may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its fiduciary duties or responsibilities when considering a transaction or arrangement with a Covered Person or Related Party, or for ensuring periodic reviews are conducted.



Conflict of Interest Policy

Exhibit A



REPORT OF POTENTIAL CONFLICT OF INTEREST

Covering FY2022 – July 1, 2021 – June 30, 2022

Name: _____

Date: _____

Role at Facing History: _____

Conflict of Interest Disclosure Statement

1. Are you aware of a potential Conflict of Interest, as such term is described in Facing History's Conflict of Interest Policy?

____ No ____ Yes (If yes, please explain below, including all material factors relating to the potential Conflict of Interest. Please use a separate sheet if more space is needed.)

I have read the Facing History and Ourselves Conflict of Interest Policy and perceive no potential Conflict of Interest, except as noted above:

Signature

Date

Exhibit B



STATEMENT OF COMPLIANCE WITH CONFLICT OF INTEREST POLICY

Covering FY2022 – July 1, 2021 – June 30, 2022

I, _____, do hereby certify and acknowledge that I hold the position of _____ with Facing History and Ourselves, Inc., a Massachusetts not for profit corporation (“Facing History”), and that I possess, have read and understand the terms of Facing History’s Conflict of Interest Policy (the “Policy”). I agree to comply with the terms of the Policy, and I am not aware of any violations of the Policy as it pertains to me and the other Covered Persons (as defined in the Policy) of Facing History. I have disclosed all potential Conflicts of Interest that I am aware of to Facing History in accordance with the Policy. I understand that Facing History is a tax-exempt organization, and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

IN WITNESS WHEREOF, I have executed this Statement of Compliance with Conflict of Interest Policy this _____ day of _____, 20_____.

Signature: _____