

CSAH
P.O. BOX 8936
SAVANNAH, GA 31412
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Policy on Conflicts of Interest for CSAH Board Members

The policy set forth in this statement is applicable to all members of the CSAH Board, Committee Members and to all employees of the Authority as defined in the Bylaws of the Authority.

A conflict of interest can arise whenever a Member or a member of his/her family: **(1)** has an existing or potential interest which impairs or might appear to impair his or her independent judgment in the discharge of responsibilities to CSAH or **(2)** may receive a material benefit from knowledge of information which is confidential to CSAH. The family of an individual includes his or her spouse, parents, siblings, children and any others living in the same household.

It is difficult to define what might be considered a potential conflict, but at least the following should be considered:

1. Official relationship with banks with which CSAH regularly does business.
2. Official relationship with Service Providers with which CSAH does business.
3. Official relationship with suppliers of goods or services to CSAH.
4. Official relationship with insurance agents or carriers doing business with CSAH.
5. Family relationships with employees of CSAH.

Duty to CSAH: Members of the Board have a clear fiduciary obligation to CSAH in connection with their service in such capacities. At all times they shall act in a manner consistent with this fiduciary obligation and shall exercise particular care that no detriment to the interests of CSAH (or appearance of such detriment) may result from conflict between those interests and any personal interests which the individual Board Member.

I. Conflicts of Interest with Respect to Particular Transactions:

If a Member believes that she/he may have a conflict of interest with respect to any particular transaction, she/he shall promptly and fully disclose the potential conflict to the Chair of the Board, through the Secretary of the Board.

- A.** If the Chair of the Board determines that there is in fact a conflict with respect to a Member, the conflict shall be reported to the full Board, and the affected Member shall agree to answer any questions about the matter that other Board members may have. If the particular transaction requires a vote of the Board,

or of one of its committees, the affected Member shall not be counted for purposes of a quorum nor shall she/he vote on the matter. The minutes shall reflect the fact that the Member did not vote on the issue.

- B.** If the Chair of the Board determines that there is in fact a conflict concerning a particular transaction with respect to an officer of the CSAH, she/he shall exercise his/her judgment about the appropriate course to follow, which may include:
 - 1) approval of the transaction despite the conflict if Members are reasonably certain that the best interests of CSAH will be served thereby, or
 - 2) referral of the issue to legal counsel for advise, or
 - 3) referral of the issue to the appropriate committee of the Board or to the full Board, for decision, except that in all cases wherein the Chair of the Board determines that there is in fact a conflict of interest concerning a particular transaction involving an officer of the CSAH, the full Board shall be notified of the resolution of the issue and the affected Officer shall agree to answer any questions about the matter that Board members may have.
- C.** If the Chair of the Board determines that there is no conflict of interest with respect to a particular transaction involving a Member of CSAH, he/she need not notify the Board, but the Secretary of the Board shall keep a record of the decision which shall be available to Board members upon request.
- D.** In any case in which the potential conflict with respect to a particular transaction involves the Chair of the Board, the affected party shall notify the other through the Secretary of the Board, and the conflict shall then be reported to the full Board, and the Chair of the Board shall agree to answer any questions about the matter that other Board members may have. If the particular transaction requires a vote of the Board, or one of its committees, the Chair shall not be counted for purposes of a quorum nor shall she/he vote on the matter. The minutes shall reflect the fact that the Chair did not vote on the issue.

II. Potential Conflicts of Interests:

Each member of the Board of CSAH shall file a statement in January of each each year with the Secretary of the Board setting forth any conflicts of interests which might be expected to occur within the following year. The statement shall disclose as fully as possible the nature of potential conflicts and the nature of the Member's interest in the potential transactions, and all statements which anticipate conflicts of interest shall be circulated to members of the Board. Each Member shall agree to answer any questions about potential conflicts that Board members may have.

III. Confidentiality Policy:

All information concerning actual or potential conflicts of interests on the part of the members of the Board of CSAH shall be held in confidence unless the best interests of CSAH dictate otherwise. Any disclosure beyond the Members of the Board and the Chair of the Board shall take place only upon majority vote of the Board.

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Annual Conflict of Interest Statement for Members of the Board

I, the undersigned, being a Member of CSAH, hereby state that to the best of my knowledge to the best of my knowledge except as noted below:

1. I do not have an official relationship as defined on page one of the Policy on Conflicts of Interest with any corporation, partnership, or Association that transacts business with CSAH.
2. I, as an individual, do not transact any business, directly or indirectly, With CSAH.
3. No member of my family, as defined on page one of the Policy on Conflicts of Interests, is in the employ of CSAH or would come within the meaning of No.1 or No.2 above.

List below any exceptions to the above statements:

I agree that if any situation arises, of which I am aware, that in any way contradicts the above statement, I will immediately notify the Board of any conflict, real or potential, and make full disclosure thereof. I have read the document entitled Chatham Savannah Authority for the Homeless Policy on Conflicts of Interests for Board Members and adopted by the Board. I agree to answer any questions the Board may have with respect to any actual or potential conflict of interest. I understand that all information will be held in confidence by the members of the Board, unless the best interests of CSAH dictate otherwise, and a majority of the Members of the CSAH Board votes in favor of further disclosure.

Date

Signature