

CONFLICT OF INTEREST POLICY

Background to the Conflict of Interest Policy

Conflict of interest policies are designed to protect the integrity of the individual and the institution.

Conflict of interest is defined as any activity, transaction, relationship, service or consideration that is, or appears to be, contrary to the best interests of the Society or in which the interests of an individual or another organization has the potential to be placed above those of the Society. Any Member must disclose the existence of any actual or possible Conflicts of Interest and all material facts to the Society entity considering the proposed transaction. Action to address the conflict shall be taken by the ESA Governing Board.

Under nonprofit law, officers and directors have a duty of loyalty and a duty of care to the organization on whose governing board they serve. The duty of loyalty requires the avoidance of advancing personal interests in ways that injure or take advantage of the organization. The duty of loyalty also requires that members serving on committees, boards, panels and/or forums shall not adopt an idea for their personal or professional use that is under consideration by the Society as a project or program.

Strict standards of honesty and good faith are expected so that actions are taken in the best interests of ESA. The duty of care requires the Society's Governing Board members to apply reasonable skill and judgment in managing ESA's affairs, to exercise reasonable business judgment, and to pay attention to the activities and finances ESA.

ESA members also expect the same duties of care and loyalty from those representing the organization in many other capacities, not just officers and Governing Board members. They expect those representing ESA, regardless of position, to put individual interests aside when they are representing or acting in the name of ESA. ESA expects and requires that those provided the opportunity to manage and represent the organization in any capacity will adhere to these basic obligations of loyalty and care and not advance their own personal advantage ahead of the Society and its members.

An area that has the potential for Conflict of Interest and the appearance of Conflict of Interest is Grants and Contracts. The italicized information regarding grants and contracts was developed by the ESA Governing Board in November 1999.

"ESA staff members develop proposals to fund programmatic activities related to Society functions. As opposed to scientific research these activities might include symposia, workshops and conferences, development of technical report, publications and brochures for the public – written and/or web-based, or other projects that further ESA goals. Most often ideas for proposals come from ESA standing and ad hoc committees and staff. Staff may ask committee members or other ESA members to review proposals before submission. In most cases, an ESA staff member as the Principal Investigator or co-PI is collaborating with an ESA member or members. Proposals are submitted to the Federal government, private foundations, individuals or family foundations and corporations.

ESA members collaborate with ESA staff in the following ways:

ESA Policies & Procedures Handbook

- *Co-Principal Investigator – An ESA member serves as Co-PI on an ESA proposal. The individuals are not compensated although expenses may be covered.*
- *Planning/Advisory Committees – A planning committee is routinely formed in order to ensure that the proposed activity is based on sound ecological science. Names for the committee are sought from ESA standing and ad hoc committees and may include committee members. These individuals will not be compensated however travel costs will be covered, and under some grants, modest honoraria may be included.*
- *Consultants – Grant funded activities may call for development of material that requires more time than that provided by a planning committee and more expertise than may be available among staff. If this is the case, a consultant who may be a member of ESA will be hired. Consultants are identified by the appropriate committee. Consultants may be paid.*

ESA committees, section and chapters might wish to write proposals to support ESA activities. Such proposals may or may not have an ESA staff component. If ESA is involved, i.e., the grantee is ESA, an ESA chapter or section, the Executive Director must be involved in the development of the proposal. If the money is to be managed by ESA or ESA is the fiscal agent, staff may add ESA costs or overhead to the budget, complete any forms required and formally submit the proposal."

As ESA continues to develop its contributions and grants revenue streams, other patterns of involvement may arise. This wider involvement of members and professionals in the field gives rise to a number of concerns. Of particular concern is the regulation by the United States Internal Revenue Service that service on a nonprofit board or committee may not be of private benefit or gain (inurement). Any nonprofit organization where members use their connection and activities within the society for private gain will place the tax-exempt status of the organization in jeopardy.

All board, staff, committee, panel, task force and members are expected to acknowledge and adhere to the Conflict of Interest Policy.

For additional reference, see the Bylaws (<https://www.esa.org/about/governance/esa-bylaws/>).

Adopted August 4, 2006

Conflict of Interest Policy Agreement & Disclosure Form

The purpose of the conflict of interest policy is to ensure that the affairs of the Society are managed in an ethical and responsible manner. It protects the interests of ESA and the interests of the members. A conflict of interest policy is particularly important when such interests might appear to benefit the private interests of an officer, director or member of ESA. Conflict of interest is defined as any activity, transaction, relationship, service or consideration that is or appears to be contrary to the best interests of ESA.

All ESA officers, directors, members and employees acting on behalf of ESA are expected to meet the highest standards of ethical conduct. They are expected to avoid any activity or situation where their personal interests could conflict or appear to conflict with the best interests of ESA.

Officers and directors of ESA have fiduciary obligations to the Society and its members under not-for-profit and general corporate law. These may be defined as a duty of care and a duty of loyalty. The duty of loyalty requires the avoidance of advancing personal interests in ways that injure or take advantage of ESA. The duty of care requires that ESA's Governing Board members apply reasonable business judgment, pay close attention to the activities and finances of the Society, and advance its interests whenever possible or appropriate. Annually Governing Board members, committee members, panels, and task forces have the responsibility to disclose any existing or potential conflicts of interest.

Conflicts of interest will be handled on a case-by-case basis by the Governing Board who will have the responsibility to determine appropriate action with regard to the real or perceived conflict of interest.

Name _____

Employer _____

ESA Position _____

I have read and agree to abide by the ESA Conflict of Interest Policy. To the best of my knowledge, except as disclosed on this form, neither I nor any person with whom I have or have had a personal or business relationship is engaged in any transaction or activity or has any relationship that may represent a potential Conflict of Interest or be contrary to the best interests of the Ecological Society of America. I agree immediately to disclose to the Society any potential Conflicts of Interest that might arise hereafter.

Signed

Governing Board/Committee Member

Date

Please identify any potential Conflicts of Interest below: