



Conflict of Interest Policy Search Institute

Under Minnesota state law, a contract between a nonprofit corporation and a board member or members may be avoidable unless the interested board member or members can establish that:

1. The contract is fair and reasonable;
2. Full disclosure by the interested board member or members was made to the full board or voting members;
3. A majority of the entire board or appropriate committees, or of the voting membership, in all cases not including the interested board member or members, voted in favor of the contract.
4. Search Institute shall not enter into any contract or transaction with
 - a. one or more of its directors,
 - b. a director of a related organization, or
 - c. an organization in or of which a director of Search Institute is a director, officer, or legal representative, or in some other way has a material financial interest Unless:
 - i. That interest is disclosed or known to the Board of Directors,
 - ii. The Board approves, authorizes or ratifies the action in good faith,
 - iii. The approval is by a majority of directors (not counting the interested director),
 - iv. At a meeting where a quorum is present (not counting the interested director).
 - v. As part of its approval, the board determines that the terms are commercially reasonable, relying on objective data if available.

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

In the event that a conflict of interest is authorized, the executive committee will monitor the relationship between the board members and the organization.

**SEARCH INSTITUTE BOARD MEMBERS
ANNUAL STATEMENT CONCERNING
POSSIBLE CONFLICT OF INTEREST**

The undersigned person acknowledges receipt of a copy of the corporate "Resolution Concerning Conflict of Interest" dated ___/___/___. By my signature affixed below I acknowledge my agreement with the spirit and intent of this resolution and I agree to report to the President of the Board of Directors or CEO any possible conflicts (other than those stated below) that may develop before completion of the next annual statement.

_____ I am not aware of any conflict of Interest

_____ I have a conflict of interest in the following area(s)

Signed:

Printed Name:

Date:
