

**Williamsburg Players, Inc.
Policy and Procedures Manual**

Title: Conflict of Interest	
file name: Conflict .wpd	
Date	Change Summary (vertical bar indicates most recent revision)
3/15/05	Initial inclusion into P&P Manual

(Note, policies are statements or rules, procedures are methods or courses of action.)

1. GENERAL: The Board of Directors of the Williamsburg Players must represent the public trust in ensuring that the organization meets its stated mission in a responsible and accountable fashion. Board members must be particularly careful, exercising due diligence, that no financial resources of the organization pass(inure) to the benefit, directly or indirectly, of any individual solely by virtue of that individual's relationship to the organization. Care must be exercised by the Board of Directors to ensure that any actions taken to benefit Williamsburg Players avoid all actual conflict of interest issues as well as being sufficiently transparent to permit easy and accurate resolution of any perception or suggestion of conflict of interest or questionable ethics.

The most common conflict of interest issues would arise when the personal or professional interests of a Board member are potentially at odds with the best interests of the organization. Loss of public confidence and a damaged reputation are the most likely outcomes of a poorly managed or ill-advised conflict of interest policy. While some issues, especially in a small community with limited commercial vendors, may be legal and acceptable, they may be subject to questions based upon a perception of possible conflict of interest. In such a case, the transaction must benefit the Williamsburg Players with all Board of Director decisions being made in an enlightened, informed, and objective manner.

The overriding principle will be that the best interests of the Williamsburg Players shall be served. While this policy should eliminate the most blatant conflict of interest issues, the conduct of day-to-day business in a small community may involve situations where questions might arise from perceptions. With stated policies and total transparency, the issues can be avoided where possible and addressed where required. In no way should this policy to viewed as one to adversely impact on the best interests of the Willimasburg Players. To that end, this policy is promulgated.

2. POLICIES:
 - a. All Board members, and persons in key volunteer positions who are in a position to influence financial policy, will make known in writing their connections with any groups doing business with the Williamsburg Players. Such documents will be reviewed and updated on an annual basis by September 1st of each year. See the attached Questionnaire, Statement, and Disclosure Forms.
 - b. Any Board member, or person in a key volunteer position as described above, shall absent themselves from any discussion or vote on matters affecting transactions between Williamsburg Players and any entity with which they have a financial interest.
 - c. The completed disclosure documents will be held in confidence by the President and his/her designated successor. In the event of a Board discussion with the potential for conflict of interest issues, the President or his/her designated successor will require the Board member in question to recuse himself/herself. The discussion will not go forward until the member in question has left the room, and any vote will be completed in his/her absence. Should the issue involve the President, his/her designated successor will enforce the policy, requiring the President to leave the room and not participate in any vote on the issue.

- d. The minutes of all meetings shall reflect that the member in question left the room and did not participate in the voting.
 - e. Potential Board members will be briefed on these policies and be aware of the mandatory disclosure statements prior to any elections.
 - f. All expenditures exceeding \$5000.00 for a single transaction or a total of \$7500.00 for multiple but similar transactions during the established fiscal year will require a Request For Proposal(RFP) prior to a Board decision. In the event of required emergency repairs to safeguard WP facilities or property, the requirement for an RFP may be waived if a majority of the Board concurs provided the provisions of Paragraphs 2, 3, and 4 above are enforced.
 - g. No member of the Board of Directors shall serve on the Board of another local community theater, or on any standing committee of such a theater i.e., a Season Selection Committee, Building Committee, etc.
 - h. During WP fund-raising activities or capital campaigns, any member of the Board of Directors of WP, if asked to serve in decision-making capacity with another local non-profit, shall make known that their first priority is to the WP and its on-going activities.
3. AREAS OF SPECIAL INTEREST: While no list can be totally comprehensive, the Board of Directors shall be particularly sensitive to potential conflict of interest issues with the following:
- a. Persons and firms supplying goods and services to the WP.
 - b. Persons and firms from whom WP rents or leases goods and services.
 - c. Persons or firms with whom WP is dealing or planning to deal with in conjunction with any physical plant renovation or new construction.
 - d. Persons who hold office, serve on Boards, participate in management decisions, or are otherwise employed by a third party doing business with WP.
 - e. Persons with a direct financial interest in firms doing business with WP.
 - f. Persons receiving remuneration for services for individual transactions involving WP.
 - g. Persons using WP property, supplies, or goodwill for other than WP approved activities, programs, and purposes. The temporary loan of WP property consistent with WP Board-approved policy is acceptable.
 - h. Persons receiving honorariums, personal gifts, or loans from third parties dealing with WP.
4. PROCEDURES:
- a. The attached Conflict-Of-Interest Questionnaire and Statement, and Disclosure Form will be completed by each Board member and persons in key volunteer positions who influence financial policy.
 - b. Potential Board members will be briefed on the disclosure requirements during the recruiting process.
 - c. As defined in Policy Paragraph 6 above, the Request for Proposal(RFP) process will be used on all transactions meeting the criteria.
 - d. Under special circumstances where specified goods or services are available from a very limited number of suppliers, a vendor with whom a Board member has an affiliation may

be considered provided (1) at least two proposals have been received in reply to the RFP, (2) the Board member in question recuses him/herself from all discussion and does not vote on the matter, (3) the proposal in question is determined to be clearly superior to all other proposals received in price, quality, and responsiveness, and (4) it is clearly in the best interests of the WP to accept the proposal in question.

- e. Board members shall not accept gifts, gratuities, trips, personal property of other items of value from an outside person or organization as an inducement to do business or to contract for services.
 - f. Board members shall not abuse their office by using WP resources (personnel, services, property, or good will) for their personal or family gain.
 - g. Under no circumstances shall loans of WP financial resources be made to any Board member or his/her immediate family.
 - h. A Board member or a member of a Board member's immediate family cannot under any circumstances be an employee of WP. In the event the establishment of a paid position is considered by the Board, any Board member who might later want to apply for the position shall recuse him/herself from all discussion of terms of employment to include levels of remuneration, job descriptions, benefits, and other details of the position. In the event this does not occur, that Board member may not be considered for the position in question for at least one year after the effective date of his/her resignation/departure from the Board of Directors.
5. Attached:
- a. Conflict of Interest Questionnaire and Statement
 - b. Disclosure of Potential Conflicts of Interest Form

WILLIAMSBURG PLAYERS DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

In accordance with WP policies for Board of Directors and selected key volunteers, please list below all business or other organizations of which you are:

- 1. an officer
- 2. a director
- 3. a trustee
- 4. a member
- 5. an owner or a shareholder with a 5% or greater interest
- 6. an employee
- 7. an agent

with which Williamsburg Players has, or might reasonably in the future enter into a relationship or a transaction in which you, as a Board member or key volunteer, would have conflicting interests.

BUSINESS/ORGANIZATION: _____

RELATIONSHIP: _____

BUSINESS/ORGANIZATION: _____

RELATIONSHIP: _____

BUSINESS/ORGANIZATION: _____

RELATIONSHIP: _____

Please use the reverse side if more space is required or if any other conflict of interest, real or perceived, needs to be described.

SIGNATURE: _____ DATE: _____

Please return these forms to the President, Williamsburg Players

WILLIAMSBURG PLAYERS CONFLICT OF INTEREST QUESTIONNAIRE AND STATEMENT

QUESTIONNAIRE

Please answer all questions. If the answer is “yes” to any, please describe on a separate sheet the details of the nature, amount, recipient, and date of the payments from Williamsburg Players(WP). Note that a “yes” answer does not necessarily mean that you have an improper or potential conflict-of-interest.

1. Have you, your immediate family, or your immediate family’s businesses or employer received payment of money or other financial benefits from WP in this or the most recent past fiscal year?
]NO]YES (please describe).
2. Have you, your immediate family or your immediate family’s businesses or employers rented, leased, or sold equipment, property, or services to WP in this or the most recent fiscal year?
]NO }YES(please describe)
3. Do you, your immediate family, or your immediate family’s business or employers intend, anticipate, or plan to receive any payments of money or other financial benefits from WP in the future?
]NO }YES(please describe)

STATEMENT

Please check all the statements below which are correct to the best of your knowledge and sign at the end to certify your answers.

4.] I have read the Conflict of Interest Policy for WP and understand my responsibilities under this policy.

5. I agree to immediately inform in writing the President of the Board of Directors should any actual or potential conflict of interest arise.
6. My answers to the above conflict of interest questionnaire are accurate.
7. Neither I, nor my immediate family, nor my immediate family's businesses or employers have received payment of money or other financial benefits from WP in this or the most recent past fiscal year.
8. Neither I, nor my immediate family, nor my immediate family's businesses or employers intend, anticipate, or plan to receive any payments of money or other financial benefits from WP in the future.
9. I, my immediate family, or immediate family's businesses or employers have received money or other financial benefit since _____ (date) from WP, or anticipate receiving such benefits, and have described these payments in the Conflict of Interest Questionnaire.

I certify that to the best of my knowledge, my answers to the above are accurate and true.

Signature _____ Date _____