

University of Florida Foundation, Inc.
Conflicts of Interest

Policy #: 1.05
Effective Date: March 2, 2018
Responsible Department: Legal

1. **PURPOSE**

To protect UFF's interests when entering into a transaction or arrangement that might benefit the private interest of an Officer, Director, or Committee member.

2. **APPLICABILITY**

Any Director, Officer, or member of a Committee (all as defined in the UFF Bylaws) with Board-delegated powers.

3. **POLICY**

Definitions:

a. Interested Person. Any Director, Officer, or member of a Committee with Board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

b. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- (1) an ownership or investment interest in any entity with which UFF or UF has a transaction or arrangement; or
- (2) a compensation arrangement with UFF or UF or with any entity or individual with which UFF or UF has a transaction or arrangement; or
- (3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which UFF or UF is negotiating a transaction or arrangement.

c. Compensation. "Compensation" as used above includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a conflict of interest. An Interested Person who has a Financial Interest has a conflict of interest only if the Executive Board or appropriate Committee decides that a conflict of interest exists.

Procedures:

a. Duty to Disclose. In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her Financial Interest and all material facts to the Executive Board and members of Committees with Board-delegated powers considering the proposed transactions or arrangement.

b. Determining Whether a Conflict of Interest Exists. The remaining Executive Board or Committee members will decide whether a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An Interested Person may make a presentation at the Executive Board or Committee meeting, but after such presentation, the Interested Person will leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

- (1) The Chair or the Chair of the Committee will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (2) After exercising due diligence, the Executive Board or Committee will determine whether UFF can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (3) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Executive Board or Committee will determine by a majority vote of the disinterested Directors or members in attendance whether to enter into the transaction despite the conflict of interest.

d. Violations of the Policy.

- (1) If the Executive Board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Executive Board or Committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it will take appropriate action, which may include immediate removal.

Records of Proceedings:

The minutes will contain: (a) the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the transaction or arrangement.

Annual Disclosure:

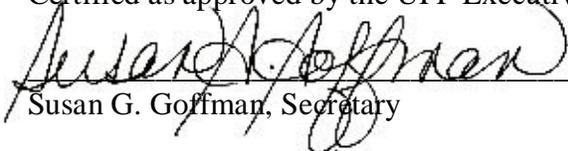
Each Director, Officer, and member of a Committee will annually sign a statement which affirms that the person:

- a. has received a copy of the conflict of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands that UFF is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

4. **INTERPRETATION**

Requests for clarification of this policy should be sent to the Executive Director of Legal, sgoffman@uff.ufl.edu.

Certified as approved by the UFF Executive Board on March 2, 2018.



Susan G. Goffman, Secretary

Revision history: Original version
Updated March 2, 2018