I. **PURPOSE**

The purpose of this policy is to make clear that Association employees, Association Officers, Board of Trustees (“Board”) members, and those Board of Representatives members and any other persons appointed to a committee of the Association (“Association Committee”), must make decisions solely in the best interest of The ALS Association and avoid any situation in which their personal interests conflict with or interfere with The Association’s interests. Apart from any appearance of impropriety, The Association could lose its tax-exempt status unless it operates in a manner that is consistent with its non-profit purpose. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

II. **SCOPE**

This policy applies to each Association employee, Association Officer, Board of Trustees member, and to those Board of Representatives members and any other persons appointed to an Association Committee (each, a “Responsible Person”).

III. **DEFINITION**

A conflict of interest may exist when the interest or concerns of a Responsible Person or a member of such person’s immediate family, or any other party, group or organization to which such person has allegiance, may be seen as competing with the interests or concerns of The Association (a “Conflict of Interest”). Of particular concern is any conflict between the interests of The Association and a financial interest of a Responsible Person. A Responsible Person may have a financial interest if the Responsible Person or a member of such person’s immediate family or any other party, group or organization to which such person has allegiance, is the owner, investor, employee or beneficiary of a private entity or organization which is involved in a business transaction with The Association.

The following is a non-exhaustive list of examples of prohibited Conflicts of Interest for Responsible Persons of The Association:

- Consulting with or employment in any capacity with any ALS organization not affiliated with the Association, or with any person or entity not affiliated with the Association transacting financial business with the Association.
- Having a substantial equity, debt, or other financial interest in any ALS organization not affiliated with the Association – including significant fundraising on their behalf - or with any person or entity not affiliated with the Association transacting financial business with the Association.
- Having a financial interest in any transaction involving the purchase or sale by The Association of any product, material, equipment, services or property.
- Having a compensation arrangement with an organization or entity not affiliated with the Association engaged in a business transaction with The Association.
- Standing for election as an officer or member of the board of directors of any ALS organization not affiliated with the Association.
• Standing for election as an officer or member of the board of directors of any organization not affiliated with the Association engaged in a financial transaction with The Association.
• Using materials, equipment or other assets of The Association for any unauthorized personal purpose.

IV. POLICY

Each Responsible Person shall act with honesty and integrity, avoiding Conflicts of Interest with The Association.

A Responsible Person must be faithful to The Association’s mission. He or she cannot act in a way that is inconsistent with The Association’s goals.

In conducting the business of The Association, the best interests of The Association must take precedence over the personal and financial interests of a Responsible Person.

A Responsible Person shall not use or disclose information relating to the business of The Association for the personal profit or advantage of the Responsible Person or a member of such person’s immediate family or any other party, group or organization to which such person has allegiance.

Conflicts may arise when a Responsible Person receives improper personal benefits as a result of the person’s position with The Association or gains personal enrichment through improper use of The Association’s confidential information.

A conflict situation may also arise when a Responsible Person has personal financial interests that may make it difficult or impossible to perform his or her work with The Association objectively and effectively.

Employees of The Association are generally free to engage in outside activities of their choice. It is important, however, that such activities do not adversely affect The Association’s business, involve misuse of The Association’s resources, divert for personal gain any business opportunity from which The Association may profit, or constitute a potential source of discredit to The Association name.

Any Responsible Person that may have a Conflict of Interest with The Association shall take action according to the procedures below.

V. PROCEDURES

A. Duty to Disclose. Prior to Board or Association Committee action on a proposed contractual agreement of The Association (a “Contract”) or The Association’s engagement in a business transaction (a "Transaction"), a Responsible Person having a Conflict of Interest or suspecting there may be a Conflict of Interest, whether or not such Responsible Person plans to attend the meeting at which such matter may be acted upon, shall disclose all material facts
and circumstances to the Board Chair or Association Committee Chair, as applicable.

B. **Confidentiality of Proceedings.** Any disclosure regarding the personal and/or financial interests of a Responsible Person shall be treated as confidential by the Board Chair, the applicable Association Committee Chair, and The Association’s CEO/President and their advisors. Information regarding a Conflict of Interest may be shared as necessary with members of the Board or Association Committee responsible for deciding on the Contract or Transaction.

C. **Determination of Conflict.** In the event it is not entirely clear that a Conflict of Interest exists, the Board Chair or the Association Committee Chair, as applicable, and after consultation, as appropriate, shall make the determination whether a Conflict of Interest exists subject to this policy.

D. **Procedure for Addressing.** Where it is determined that an actual Conflict of Interest exits, the Responsible Person having the Conflict of Interest shall not be counted in determining the presence of a quorum for purposes of the vote on that Contract or Transaction. Such Responsible Person may make a statement or presentation regarding the matter or respond to questions, but such Responsible Person (i) shall not participate in or be permitted to hear the Board's or Association Committee's discussion of the matter; (ii) shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting; (iii) shall not vote on the Contract or Transaction; and (iv) shall not be present in the meeting room when the vote is taken.

E. **Records of Proceedings.** The minutes of the Board of Trustees or Association Committee meeting, as applicable, shall reflect the name of the Responsible Person and that a disclosure was made that was determined to be a Conflict of Interest. The minutes shall further reflect that the Responsible Person was not present during deliberation of the matter and did not vote on the matter.

F. **Violations of Policy.** If the Board of Trustees or Association Committee has reasonable cause to believe a Responsible Person failed to disclose a Conflict of Interest, the Board Chair or Association Committee Chair shall (i) review the Contract or Transaction for corrective action, and (ii) take appropriate disciplinary action in regard to the Responsible Person.

G. **Annual Review.** Each Responsible Person, upon becoming a Responsible Person and annually thereafter, shall be required to review a copy of this Conflict of Interest policy, to acknowledge in writing that he or she has done so, and to complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a potential Conflict of Interest. See form at Attachment A.
ATTACHMENT A

CONFLICT OF INTEREST FORM

1. I have read and understand The ALS Association Conflict of Interest Policy. I understand that I may maintain a copy of this Policy for my own reference.

2. Please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to an actual or potential Conflict of Interest (as defined in The Association’s Conflicts of Interest Policy):

   (Continue on a separate piece of paper, if necessary)

3. I hereby certify that the information set forth above is true and complete to the best of my knowledge. I agree to abide by the Conflict of Interest Policy of The ALS Association.

Dated: ___________________________ SIGNATURE: __________________________________________

________________________________________
Name (Printed)

________________________________________
Position in The ALS Association

*This document must be signed annually and held on file at the Association office.