DULUTH-SUPERIOR AREA COMMUNITY FOUNDATION
CONFIDENTIALITY POLICY

The Duluth-Superior Area Community Foundation (“Foundation”) maintains and manages much information that must be kept confidential. This includes information about donors, prospective donors, and wealth advisors and their firms. The effective functioning of the Foundation also requires respecting the confidentiality of discussions that take place and information that is shared in the course of conducting Foundation business.

The Foundation’s Board has adopted this Confidentiality Policy to assist the Foundation’s trustees, staff, committee members, volunteers, and consultants in fulfilling their confidentiality obligations and commitments. While the policy addresses some common confidentiality concerns, it is not an exhaustive list of all situations where a confidentiality obligation may arise. Questions about whether information is confidential or about situations in which confidential information may be released or discussed should be directed to the individual or board/committee’s staff liaison or the Foundation President. As used in this Policy, the term “Foundation personnel” includes the Foundation’s trustees, committee members, volunteers and consultants.

**General Rule:** Information in the possession of the Foundation and discussions of Foundation business should generally be presumed to be confidential. This includes information involving Finances, Fundraising, Grants and Contracts, Personnel, Internal Discussions, Board discussions including positions taken by individual board members, and Investments including performance of investment managers. All Foundation personnel and volunteers at every level are responsible for maintaining confidentiality.

**Confidentiality of Donor Information:** Except as required by law, or as expressly authorized by a donor in writing, the Foundation will not publicly disclose information about a donor or a donor's gift. However, unless otherwise requested by the donor, the Foundation may publish the names of individual donors in the Foundation’s Annual Report and other reported listings. The Foundation may also publish the nature of gifts it receives without disclosing the identity of the donors or the amount of the donations. The Foundation will not disclose the amount of any gift without the donor’s consent. In the case of memorial gifts, the Foundation will provide the names of donors to members of the immediate family unless a donor has requested anonymity. The Foundation may accept anonymous gifts to it on a case by case basis.

In working with donors and their professional advisors, Foundation personnel may become privy to financial information of a confidential nature. To ensure that personnel do not materially benefit from this knowledge, and to ensure that the knowledge obtained in the person's official capacity does not in any way affect the value of the assets or the financial interests of the donor or to violate federal or state securities laws, the Foundation has adopted these standards of confidentiality. If Foundation personnel gains knowledge of financial dealings involving such situations as the value or ownership of a closely-held corporation; the decision of a corporation to become publicly traded; the retirement of leaders in a corporation or any change in executive
responsibilities; the possible takeover or merger of a corporation; or similar situations that may be considered as access to “insider information”:

- The Foundation personnel and members of their family or other disqualified individuals may not buy or sell shares in the affected companies.
- The Foundation personnel may not discuss any aspect of the situation with any other Foundation personnel, except the President or any other individuals, inside or outside the Foundation, unless there is a need to involve particular individuals or legal counsel or others because their advice, input or participation is necessary to meet the charitable needs of the donor.
- The Foundation personnel must treat this information as strictly confidential and should use extreme caution when referring to the situation.

**Exceptions:** This policy does not apply to disclosures to attorneys, accountants and other professionals providing assistance to the Foundation. It also does not apply to disclosures to tax authorities, government agencies, courts, or as otherwise required by law.

The following are considered public documents and information contained in them is not subject to the confidentiality requirements of this policy:

- The Foundation’s annual report once it has been accepted by the Board of Trustees.
- The Foundation’s Form 990 as required to be publicly disclosed. This does not include the names and addresses of donors as that information is not required to be disclosed.
- The Foundation’s investment and spending policies.
- The Foundation’s investment results.
- The Foundation’s list of grants and scholarships once approved by the Board of Trustees.

**Protection of Confidential Information:** Foundation personnel who have executed a copy of this policy may access confidential information necessary to the performance of their functions. Foundation personnel are expected to exercise sound judgment in securing information taken outside the Foundation’s offices or copied from its network. Any information so removed should be returned as soon as possible and deleted from laptops or other personal devices.

**Penalties:** Penalties for violating this policy can include sanctions or termination of the relationship with the Foundation.

**Conclusion:** The Foundation strives at all times to be an organization that is trusted for integrity and builds enduring relationships. We all share a responsibility to keep confidential the things we are privileged to see and hear at the Foundation. We rely on strict confidentiality in doing our work and act with discretion at all times including a commitment of total anonymity to those who request it. When in doubt about specific situations, always err on the side of not sharing or mentioning the name or information about a donor who has requested anonymity. Before sharing or disclosing a name, even to a trusted colleague, staff, trustees, committee members, volunteers and consultants should speak to their staff liaison or the Foundation President. Experience has taught us that it is always better to err on the side of discretion. Here are some guidelines:
• We share information only on the most rigorous and demanding “need to know” basis in order to do our work – if at all possible, do not use a donor’s name.
• Where the name must be shared with others, there should be no discussions that link the donor’s name and the fund or specific grants or actions that would encourage or make it easier for another person to make the connection.
• There must be no informal conversations including those at family dinner tables; no public restaurant discussions; no direct conversations with the donor that suggests that you know their identity.
• Use the highest standard of rigor every day to decide “who needs to know.”
• Be mindful of where you are when you have discussions about any donor or grantee or about any Foundation business.
• Keep all paperwork and computer information secure and confidential.

Acknowledgment Form

Please acknowledge your understanding return this completed for via DocUSign.

If you prefer, you may print and return a signed copy via mail to:

DSACF, 324 W. Superior St. Suite 700, Duluth, MN 55802

I have read and understand the Duluth-Superior Area Community Foundation Confidentiality Policy and agree to comply with it.

Printed Name: ________________________________________________________________

Signature: ________________________________     Date: _____________________

I am a:  ☐ Staff Member
        ☐ Trustee/Advisory Board
        ☐ Committee Member
        ☐ Consultant/Contractor

As approved by the Board of Trustees at its meeting on June 27, 2018.
DULUTH-SUPERIOR AREA COMMUNITY FOUNDATION

CONFLICTS OF INTEREST POLICY

ARTICLE I
Purpose

The purpose of this Conflicts of Interest Policy is to protect the interests of Duluth-Superior Area Community Foundation (the “Foundation”) when it is contemplating entering into a transaction or arrangement that might involve a Conflict of Interest (as defined below). This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations. In any instance where this policy may differ from such laws and regulations, the interpretation most protective of the Foundation shall govern.

ARTICLE II
Definitions

1. **Conflict of Interest** for purposes of the grant-making activities of the Foundation means a grant or potential grant from the Foundation that: (a) might materially benefit the private interest of an Interested Person (as defined below); or (b) involves a grant to an organization in which an Interested Person is a director, officer or has a material financial interest (as defined below). For purposes of this provision, “materially” and “material” means that the interest affects the judgment of the Interested Person to the extent that the Interested Person feels he or she should declare the interest to be a Conflict of Interest.

2. **Conflict of Interest** for purposes other than the grant-making activities (e.g. scholarship awarding, other) of the Foundation means a transaction or arrangement involving the Foundation that: (a) might benefit the private interest of an Interested Person (as defined below); or (b) involves a contract or transaction between the Foundation and an Interested Person, or an organization in which an Interested Person is a director, officer or legal representative or has a Financial Interest (as defined below). For example, a “Conflict of Interest” for purposes of this provision includes, but is not limited to:

   • a situation where a person or a person’s Family Member holds a trustee or directorship or staff position in agency or organization;

   • the person serves on the Board or a committee of the Foundation or is a staff member of the Foundation; and
• the person is in a position where the person’s action in one capacity can or would serve to benefit one organization to the disadvantage of the other.

A Conflict of Interest can also exist where a person’s dual positions could compromise his or her objectivity in performing obligations of loyalty to either organization.

3. Interested Person means any director/trustee, officer, employee, committee member or agent of the Foundation or any entity controlled by, controlling or under common control with the Foundation and any Family Member (as defined below) of such person. In the case of grants to individuals (i.e. scholarships), the definition of Interested Person will broaden to include anyone with a significant direct or indirect relationship—familial, professional, personal, or any other kind—to an applicant.

4. Financial Interest means:

• a direct or indirect ownership or investment interest in any entity with which the Foundation has a transaction or arrangement, or

• a compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or

• a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

5. Family Member means spouse, parent, child, grandchild, spouse of a child, stepchild, step-grandchild, spouse of a stepchild, brother, sister or spouse of a brother or sister.

ARTICLE III
Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence and nature of any actual or possible conflict of interest to the trustees and members of committees considering the proposed transaction or arrangement.

2. Interested Person Participation

After disclosure of the actual or possible conflict of interest, the Interested Person may make a presentation at the board or committee meeting, but after such a presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

The Interested Person shall not be required to withdraw from the meeting after disclosure of an actual or possible conflict of interest with respect to a transaction or arrangement presented as part of the consent agenda. The Interested Person’s vote in favor of the consent agenda shall be deemed a recusal with respect to any transaction or arrangement as to which an actual or potential conflict of interest was disclosed.

3. Procedures for Dealing with the Conflict of Interest (for purposes other than grant-making activities)
a. The chairperson of the board or committee may appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

b. The board or committee shall consider whether the Foundation should pursue a transaction or arrangement with a person or entity that would not give rise to a conflict of interest.

c. If the board or committee determines not to pursue a transaction or arrangement with a person or entity that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested trustees or committee members whether the transaction or arrangement is in the Foundation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Foundation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

a. If the board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

b. If, after hearing the response of the person and making such further investigation as may be warranted under the circumstances, the board or committee determines that the person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, up to and including removal from office.

ARTICLE IV
Records of Proceedings

The minutes of the board and all committees shall contain:

a. the names of the persons who disclosed or otherwise were found to have a conflict of interest and the nature of the conflict of interest;

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 therewith.

ARTICLE V
Compensation Committees and Special Rule for Employees

1. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member’s compensation.

2. No employee of the Foundation shall serve as a trustee, director or officer of, or in any other official capacity with, any organization which has received a grant in the past from the Foundation or might reasonably be expected to apply for a grant in the future from the Foundation.
ARTICLE VI
Annual Statements

1. Each Interested Person shall annually sign a statement that affirms that such a person:
   a. has received a copy of this Policy;
   b. has read and understands this Policy;
   c. has agreed to comply with this Policy; and
   d. understands that DSACF is a charitable organization and that in order to maintain its tax exemption and the trust of the public, it must diligently avoid Conflicts of Interest or the appearance of any Conflict of Interest and engage primarily in activities that accomplish one or more of its tax-exempt purposes.

2. The Conflict of Interest declaration shall be updated annually for the information and guidance of Interested Persons, and any new Interested Person shall be advised of the Conflict of Interest Policy upon becoming an Interested Person and shall file an annual declaration with DSACF.

3. Prior to committee meetings, meeting agendas and Conflict of Interest declarations will be completed by Interested Persons; discussed in committee as needed; and declarations noted in the meeting minutes.

ARTICLE VIII
Exceptions

1. This Conflicts of Interest Policy does not apply to the fixing of compensation or expense reimbursements of trustees and/or committee members of the Foundation.

2. This Conflicts of Interest Policy does not apply for transactions or arrangements between the Foundation and entities controlled by, under common control with or controlling the Foundation.

As approved by the Board of Trustees at its meeting on June 27, 2018.
DULUTH-SUPERIOR AREA COMMUNITY FOUNDATION
ANNUAL Conflicts of Interest Disclosure Statement

ATTENTION: Read carefully and please do not leave any section blank.

Name: _____________________________________________________________________

I am a: ☐ Staff Member ☐ Trustee/Advisory Board ☐ Committee Member ☐ Consultant/Contractor

1. Please list non-profit organizations for which you hold a current trustee, officer, directorship, or staff position.

2. Please list the non-profit organizations for which you have a material financial interest such as: a compensation arrangement (employee or staff), or direct or indirect ownership or investment.

3. Please list the non-profit organizations for which a family member holds a current trustee, officer, directorship, or staff position. For grant-making, family member is defined as spouse, parent, child, grandchild, spouse of child, stepchild, step-grandchild, spouse of a stepchild, brother, sister or spouse of a brother or sister.

4. Please list the non-profit organizations for which a family member has a material financial interest such as: a compensation arrangement (employee or staff), or direct or indirect ownership or investment

I hereby certify that (a) I have read, understand, and agree to comply with, the Policy and (b) my responses contained in this Conflict of Interest Disclosure Statement are complete and correct to the best of my knowledge and belief. I hereby confirm that I understand that (i) DSACF is a charitable organization and (ii) in order to maintain its tax exemption and the trust of the public, it must diligently avoid Conflicts of Interest or the appearance of any Conflict of Interest and engage primarily in activities that accomplish one or more of its tax-exempt purposes. I hereby further certify that to the best of my knowledge and belief, except as described above, neither I nor any Family Member is now, or has been since the date of the last Conflict of Interest Disclosure Statement filed by me, engaged in any activity which would violate the Policy.

_________________________  ___________________________
Signature                      Date

_________________________
Printed Name

Title