Conflict of Interest Policy

All members of the Board of Directors (Directors) and all employees, interns and volunteers of Bat Conservation International (BCI) are considered “Covered Persons” under this Policy. A “relative” includes those individuals to whom the Covered Person is related by blood, marriage, or adoption, as well as any member of the employee's household. Each Covered Person shall perform his or her duties for BCI in good faith and must act with loyalty to BCI, meaning that s/he may not use his or her position with BCI to make personal profit or gain; and may not take advantage of a business opportunity that is offered to BCI unless it is determined (after full disclosure and a disinterested and informed evaluation) not to pursue that opportunity. No Covered Person may engage in any transaction or arrangement or undertake positions with other organizations that involve a conflict of interest, except in compliance with this Policy.

An actual or potential conflict of interest occurs when a Covered Person is in a position to influence a decision that may result in personal gain or gain for a relative as a result of BCI’s business dealings.

No presumption of a conflict is created by the mere existence of a relationship with outside firms. However, if a Covered Person has any influence on any material business transactions, it is imperative that he or she disclose as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

Personal gain may result not only in cases where a Director, employee, intern or volunteer, or a relative has a significant ownership in an outside firm with which BCI does business, but also when a Director, an employee, intern or volunteer, or a relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving an outside firm and BCI.

PURPOSE

- To protect the interests of BCI in connection with any transaction or arrangement that might result in the personal benefit or gain to any Board or staff member, intern or volunteer;
- To create procedures for the Board of Directors and staff in considering any transaction or arrangement where a conflict may exist;
- To provide a systematic mechanism for disclosing and evaluating potential and actual conflicts; and
- To clarify the consequences for violating this Conflict of Interest Policy.

PROCEDURES:

IDENTIFYING A POTENTIAL CONFLICT

A Covered Person may have a conflict of interest with respect to a transaction or arrangement involving BCI whenever he or she, or any of his or her relatives:

i. **Compensation.** Receives compensation directly or indirectly from BCI and the transaction or arrangement involves such compensation (e.g., a BCI employee has a conflict of interest with respect to the determination of his or her own compensation). Compensation for purposes of this Policy includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature (reimbursement of reasonable business expenses is excluded);

ii. **Financial Interest.** Has or anticipates having any financial interest, including an ownership interest, investment interest, or compensation arrangement, in or with any for-profit entity or individual that (a) sells goods or services to, or purchases services from BCI; or (b) has any other transaction or arrangement with BCI (e.g., a BCI Director who owns stock in a corporation that sells goods or services
to the BCI may have a conflict of interest with regard to such sales transactions); or (c) engages in business activity directly related to business in which BCI is involved;

iii. **Management Role.** Serves or anticipates serving as a director, trustee or officer of, any for-profit entity that either: (a) sells goods or services to, or purchases services from, BCI; or (b) has any other transaction or arrangement with BCI;

iv. **Positions with Grant Applicants.** Has or anticipates serving as a director, trustee, or officer of any entity that receives or seeks grant funding from BCI (a "Grant Applicant"); or

v. **Financial Relationships with Grant Applicants.** Has or anticipates having any financial relationship, including as an employee or a paid consultant, to a Grant Applicant.

**No Conflict.** A Covered Person does not have a conflict of interest if the Covered Person owns securities of a publicly traded company with which BCI has a transaction or arrangement if:

i. Such securities are less than 5% of the outstanding securities of the company; and

ii. The fair market value of such securities is less than 5% of the Covered Person's annual gross income.

**DISCLOSURE OF CONFLICTS**

Each Covered Person shall promptly and fully disclose all material facts of every actual or potential conflict of interest:

i. Existing at the time when he/she becomes a Covered Person;

ii. That arises while he/she is a Covered Person, at the time such actual or potential conflict arises; and

iii. Annually through the Annual Conflict of Interest Statement.

All disclosures involving a transaction or arrangement being considered at a meeting of the Board of Directors or a standing committee of the Board shall be made to all Directors present at such meeting. All other disclosures shall be made to the Executive Committee (for Directors and the Executive Director) and the Senior Director of Operations who serves as BCI’s Compliance Officer (for staff).

A Covered Person who is in doubt as to the existence of a real or potential conflict of interest is encouraged to disclose all facts pertaining to the transaction or arrangement before undertaking the transaction or arrangement or making any decision in the matter.

**EVALUATION OF CONFLICTS**

i. In the case of a Director or the Executive Director, the Executive Committee will evaluate each disclosure and the material facts relating to the transaction or arrangement giving rise to the actual or potential conflict of interest, and if such exists may attempt to develop alternatives to remove the conflict from the transaction or arrangement. In the case of a staff person, the Compliance Officer performs the evaluation and develops alternatives.

ii. A Director, who has an actual or potential conflict of interest shall not be present for or shall leave any portion of a meeting at which the Executive Committee is determining whether a conflict exists, but may be present at other times to make a presentation to the Board, to disclose additional facts, or to respond to questions.

iii. In any case in which a Covered Person has a position as a director, trustee or officer of a Grant Applicant and evaluation of the existence of an actual or potential conflict is not required. The Covered Person who serves in such position shall not be present for and shall not participate (other than to answer questions raised by the disinterested parties) in any portion of a meeting of the Board, a committee appointed by the Board, or staff committee at which a grant to, or any other action concerning, the Grant Applicant, is considered. This provision is intended to avoid conflicts in fiduciary
obligations of the Covered Person owed to the Grant Applicant and to avoid any appearance of impropriety.

**ACTING ON CONFLICT OF INTEREST TRANSACTIONS**

BCI may enter into a transaction or arrangement in which a Covered Person has a conflict of interest if:

i. The Covered Person has disclosed the conflict of interest in accordance with this Policy;

ii. In the case of a Director or Executive Director, a majority of Executive Committee members who have no interest in the transaction or arrangement approve, or recommend for approval the transaction or alternative arrangement after determining, in good faith and after reasonable investigation, that the transaction or arrangement is fair and reasonable to BCI and is in BCI’s best interest. In the case of a staff person, the Compliance Officer will discuss the facts and alternatives with the Executive Director, who, at his discretion can involve other members of management and/or the Board and who will determine the resolution;

iii. Any Covered Person who has an actual or potential conflict with respect to the transaction or arrangement does not participate in and is not present for the decision regarding any such transaction or arrangement (provided, however, that any such Covered Person may appear at a meeting to answer questions concerning the transaction or arrangement).

**RECORDS OF PROCEEDINGS**

The minutes of any meetings described above shall contain:

i. The names of the persons who disclosed an actual or potential conflict of interest or otherwise were found to have a conflict of interest;

ii. The nature of the conflict of interest;

iii. Any action taken to determine whether a conflict of interest was present;

iv. The Executive Committee or Executive Director’s decision as to whether a conflict of interest in fact existed;

v. The names of the persons who were present for discussions;

vi. The content of the discussion, including any alternatives to the proposed conflict considered and any comparability data relied upon; and

vii. A record of any votes taken in connection with the conflict.

viii. The final disposition as determined by the Chair of the Board or the Executive Director as appropriate.

Timing. The minutes of any meeting described above shall be prepared by the next succeeding meeting of the Board or sixty (60) days after the final action on the matter is taken by the Board whichever is sooner.

**ENFORCEMENT**

If the Executive Committee or the Executive Director has reasonable cause to believe that a Covered Person has failed to comply with this Policy, the Board Chair, in the case of a Director or Executive Director, the Audit Committee Chair in the case of the Board Chair, or the Executive Director in the case of an employee, may counsel the Covered Person regarding such failure and, if the conflict is not, may consider additional corrective action as appropriate, up to and including removal from the Board or termination of employment.

Approved by the Board of Directors February 27, 2015

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