

B. Addressing Conflict

1. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the *discussion of, and the vote on, the transaction or arrangement resulting in the conflict of interest*. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
2. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest *may not vote on the Contract or Transaction and shall not be present* in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
3. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. If a more advantageous transaction or arrangement is *not reasonably attainable under circumstances that would not give rise to a conflict of interest*, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
4. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action such as request divestment of conflicted interest or dismissal from the board of directors.
5. In the case of dual relationships the employer shall defer to the Personnel Policy of the organization which should already cover complaint procedures, confidentiality and other employee expectations. The diocesan policy on the web site may be modified for parish use. (The vestry could request a disinterested person or committee, such as the Canon to the Ordinary or the diocesan PP&C Committee, to investigate alternatives to the proposed transaction or arrangement.)

Review of policy

To ensure The Episcopal Diocese of Indianapolis operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted.