



Board of Directors Conflict of Interest Policy

Updated by the OFB Board of Directors June 4, 2025

The purpose of this Conflict of Interest Policy is to ensure that the professional or personal interests of Oregon Food Bank Board members and senior staff do not interfere with the performance of their duties to Oregon Food Bank, and to ensure that there is no personal, professional, or political gain at the expense of Oregon Food Bank. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but rather to require the disclosure of any conflicts of interest and to promote actions that will prevent conflict of interest from arising, such as recusal from a vote or decision or a leave of absence from the Board.

This policy applies to all current members of Oregon Food Bank’s Board of Directors (“Board members”) and to all senior staff at Oregon Food Bank, which specifically include the President and their direct reports (“senior staff”).

A conflict of interest may exist when the interests or potential interests of any Board member or senior staff, or that person’s close relative, or any individual, group, or organization to which the person associated with Oregon Food Bank has allegiance, may be seen as competing with the interests of Oregon Food Bank, or may impair such person’s independence or loyalty to Oregon Food Bank. A conflict of interest is defined as an interest that might affect the judgment or conduct of any Board member or senior staff in a manner that is adverse to the interests of Oregon Food Bank. A perceived conflict of interest is defined as an interest that might reasonably appear to affect the judgment or conduct of any Board member or senior staff in a manner that is adverse to the interests of Oregon Food Bank.

Examples

A conflict of interest may exist if a Board member, senior staff or close relative:

- Has a business or financial interest in any third party dealing with Oregon Food Bank. This does not include ownership interest of less than 5 percent of outstanding securities of public corporations.
- Holds office, serves on a board, participates in management, or is employed by any third party dealing with Oregon Food Bank, other than direct funders to Oregon Food Bank.
- Derives remuneration or other financial gain from a transaction involving Oregon Food Bank (other than salary reported on a W-2 or W-9 or salary and benefits expressly authorized by the board).
- Receives gifts from any third party on the basis of his or her position with Oregon Food Bank (other than occasional gifts valued at no more than \$50, or if valued at more than \$50, the gift is made available in a team space or common area for others to share — e.g., fruit baskets, boxes of candy). All other gifts should be disclosed to the Board of Directors or returned politely to the donor. No personal gift of money should ever be accepted.

- Engages in any outside employment or other activity that will materially encroach on such person's obligations to Oregon Food Bank; compete with Oregon Food Bank's activities; involve any use of Oregon Food Bank's equipment, supplies, or facilities; or imply Oregon Food Bank's sponsorship or support of the outside employment or activity.
- Engages in political activity *in a highly visible, public role* that may imply endorsement by Oregon Food Bank, such as appearing as a Chief Petitioner on a ballot initiative, acting as an official spokesperson for a political candidate or position, or running for a statewide office. Current elected officials may serve as Board members and disclose conflicts as they may arise.
- Applies for a paid position at Oregon Food Bank (for Board members only).

Use of Information

Board members and senior staff shall not use information received from participation in Oregon Food Bank affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of Oregon Food Bank.

Disclosure

Whenever any Board member or the President has a conflict of interest or a perceived conflict of interest with Oregon Food Bank, they shall notify the board chair of such conflict in writing or verbally during a Board meeting in which minutes are being taken. The Board Chair or President may also identify a conflict of interest or a perceived conflict of interest and may contact the affected Board member or senior staff member; such a discussion will be noted in writing or verbally during a following Board meeting in which minutes are taken.

Whenever any senior staff (except the President) has a conflict of interest or a perceived conflict of interest with Oregon Food Bank, they shall notify the President of such conflict in writing.

Action

There are three primary course of action available when a conflict of interest or perceived conflict of interest is identified:

- (1) *Recusal*. When any conflict of interest is relevant to a single matter that comes under consideration or requires action by the board, or a board committee, the interested person shall call it to the attention of the board chair and recuse themselves. This means the interested person shall not be present during board or committee discussion or decision on the matter. However, that person shall provide the board or applicable committee with any and all relevant information on the particular matter. The minutes of the meeting of the Board or its Committee shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.
- (2) *Leave of Absence*. When any conflict of interest or perceived conflict of interest is sustained over time, such as in the case of a ballot measure or a hiring process, then the interest party shall call it to the attention of the Board Chair and request a leave of absence from the Board. This means the interested person shall not participate in Board meetings or Board decisions and will not be considered an active Board member during

this time. The minutes of the Board or its Committee shall reflect that a leave of absence was requested and granted and shall specify for the period of time.

- (3) *Resignation.* In certain extreme cases, it may be appropriate for the Board member or senior staff to resign their position so as not to be in conflict or appear to be in conflict with Oregon Food Bank's interests. The interested party and the Board Chair will together make the determination as to whether resignation is the best option. The minutes of the Board or its Committee shall reflect the resignation and its effective date.

Dissemination

A copy of this Conflict of Interest Policy shall be furnished to each Board member and senior staff who is presently serving this organization or who may become associated with it.

Certification

The policy and its application shall be reviewed annually for the information and guidance of Board members and senior staff, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

As administered by the President or designee, each Board member and senior staff, including the President, will be asked to sign a certification of agreement with the policy and disclosure of any known conflicts of interest upon their election to the Board or hiring and annually thereafter. All certifications shall be reviewed by the board as appropriate.

**CONFLICT CERTIFICATION FOR OREGON FOOD BANK
Board and Senior Staff**

I have read and agree to abide by Oregon Food Bank's Conflict of Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy.

Signature

Date

Name (please print)

— OR —

I have read and agree to abide by Oregon Food Bank's Conflict of Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy, except those noted below or on the attached paper.

Signature

Date

Name (please print)

Specified Conflicts: