

# Conflict of Interest Policy for Board Members of KDE e.V.

KDE e.V. is a charitable organization whose board members are chosen to serve the public purposes to which it is dedicated. These persons have a duty to conduct the affairs of KDE e.V. in a manner consistent with such purposes and not to advance their personal interests. This conflict of interest policy is intended to permit KDE e.V. and its board members to identify, evaluate, and address any real, potential, or apparent conflicts of interest that might, in fact or in appearance, call into question their duty of undivided loyalty to KDE e.V.

## 1. Covered Persons

This policy applies to KDE e.V.'s board members. Each Covered Person shall be required to acknowledge, at the time of them being elected or reelected into the board, that he or she has read and is in compliance with this policy on the pledge of personal commitment and disclose interests which may raise a conflict of interest.

## 2. Covered Transactions

This policy applies to transactions between KDE e.V. and a Covered Person, or between KDE e.V. and another party with which a Covered Person has a significant relationship, or between another party and the Covered Person if the transaction could reasonably be expected to impact KDE e.V. A Covered Person is considered to have a significant relationship with another party if:

- a) the other party is a family member, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in-law, or domestic partner;
- b) the other party is an entity in which the Covered Person has a material financial interest. This includes entities in which the Covered Person and all individuals or entities having significant relationships with the Covered Person own, in the aggregate, more than 10 percent; or
- c) the Covered Person is an officer, director, trustee, partner, or employee of the other party. A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interests of a Covered Person may be seen as competing or at odds with the interests of KDE e.V.

### **3. Disclosure, Refrain from Influence, and Recusal**

When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

- a) immediately disclose the existence and circumstances of such Covered Transaction to KDE e.V.'s board in writing (e.g. by email to the board mailing list)
- b) refrain from using his or her personal influence to encourage the e.V. to enter into the Covered Transaction
- c) excuse himself or herself from any discussions regarding the Covered Transaction except to answer questions, including board discussions and decisions on the subject.

### **4. Pledge of Commitment**

KDE e.V. requires each board member on election or reelection to submit a Pledge of Commitment, which includes:

1. to review the KDE e.V. Conflict of Interest Policy (the "Policy");
2. to disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest in the Conflict of Interest Questionnaire; and
3. to acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of such Policy on the Pledge of Personal Commitment.

The pledges shall be updated as necessary to reflect changes during the term of the board member.

Pledges shall be submitted to KDE e.V.'s business manager who shall be responsible for their custody, and make them available for inspection by any board member. The pledges shall otherwise be held in confidence except when, after consultation with the applicable signatory, the board determines that KDE e.V.'s best interest would be served by disclosure.

### **5. Standard for Approval of Covered Transactions**

KDE e.V. may enter into a Covered Transaction where a) such Transaction does not constitute an act of self dealing, and b) the board determines, acting without the participation or influence of the Covered Person and based on comparable market data, that such transaction is fair and reasonable to KDE e.V.

## **6. Administration of Policy**

This policy shall be administered by the board, which shall be responsible for the following:

- a) reviewing reports regarding the Pledge of Personal Commitment
- b) receiving disclosures of proposed Covered Transactions
- c) reviewing proposed Covered Transactions to determine whether they meet the above-described standard
- d) maintaining minutes, pledge of personal commitment, and such other documentation as may be necessary and appropriate to document its review of Covered Transactions
- e) reviewing the operation of this policy and making changes from time to time as it may deem appropriate

# Pledge of Personal Commitment

As a member of the board of directors of KDE e.V., I, \_\_\_\_\_, am committed to KDE e.V.'s goal to establish and maintain the highest level of public confidence in its accountability. I have personally committed to follow the standards set out below, which represent KDE e.V.'s conflict of interest policies:

I will conduct my activities with the board of directors of KDE e.V. so that I do not advance or protect my own interests, or the private interests of others with whom I have a relationship, in a way that is detrimental to the interests of, or to the fundamental mission of, KDE e.V.

In every instance in which I represent KDE e.V., I will conduct my activities in a manner to best promote the interests of KDE e.V.

In all matters that come before the board of directors for a vote that may favorably impact my own financial interests, or the private interests of others with whom I have a financial relationship, or any organization of which I am a part, I will reveal that relationship and abstain from a vote in the matter.

When a conflict of interest arises, or when a potential conflict of interest emerges, I will promptly disclose that conflict, or potential conflict, to the board and seek a resolution of that issue.

To disclose interests which may raise a conflict of interest I respond to the following questions to the best of my knowledge:

1. Please list all corporations, partnerships, associations or other organizations of which you are an officer, director, trustee, partner, or employee, and describe your affiliation with such entity.

2. Please list all corporations, partnerships, or other entities in which you have a material financial interest as defined in the Policy as entities in which Covered Persons and all individuals or entities having significant relationships with the Covered Person own, in the aggregate, more than 10%. Please also list the actual ownership percentage.

3. Please list any existing and/or proposed business dealings between KDE e.V. and you, your family members, and/or entities. Describe each such relationship listed and the actual and potential financial benefits as you can best estimate them.

4. Are you aware of any other relationships, arrangements, transactions, or matters which could create a conflict of interest or the appearance of conflict? If so, please describe.

5. Please list all business dealings that you, your family members, and/or entities have had with KDE e.V. in the past two years.

I have read the KDE e.V. Conflict of Interest Policy. I am currently, and agree to remain, in compliance with the Policy.

Entered into on this the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Member, Board of Directors  
KDE e.V.

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