

Conflict of Interest Policy

Version 1.0

Article 1. Introduction. As a non profit organization that operates for the public good, Open Source Matters, Inc. (OSM) has a special concern with preventing any actual or perceived self-dealing or other conflict of interest on the part of those associated with the organization.

Therefore, OSM must ensure that no Board Member takes any action, accepts any consideration, or permits any behavior through which they would benefit personally, and/or financially from their relationship with OSM, or which might be professionally beneficial to the member but not to OSM. In addition, Board Members are expected to fully disclose potential or perceived conflict of interest, to ensure that the reputation of the organization is not harmed by such situations.

Article 2. Scope of the Policy. This policy applies to Class 1 organization members pursuant Section 4.01(A)(1) of the Bylaws.

Article 3. Rules.

- a) Every Board Member shall actively avoid situations in which the member - or a spouse, committed partner, sibling, parent, child, or business partner/associate - benefits financially or materially from their relationship with the organization or is perceived to gain such benefits.
- b) No Board Member may accept - from any current or potential vendor, contractor, or other entity with a potential or current business relationship with the organization - any cash, gift, benefit, payment, or other consideration for personal use or gain, or any in-kind benefit that would not be considered by OSM to be an allowable business expense; i.e. which has a value greater than 250 USD.
- c) No Board Member may attempt to influence the organization's policy positions based on any criteria other than the best interests of the organization's constituency and beneficiaries and of the organization as a whole.
- d) Every Board Member is responsible for disclosing affiliations and situations that might constitute or lead to a conflict of interest or might be perceived by a reasonable person in the Community or by a donor as constituting a conflict of interest. The organization will provide a disclosure form, to be completed by each Board Member annually. It is the affirmative responsibility of the Board Member to proactively disclose any situations that may present a real or perceived conflict of interest.

Article 4. Implementation and Enforcement. To avoid either real or perceived conflict of interest:

- a) No Board Member may receive any compensation from OSM other than for reimbursement of expenses incurred as a result of participation in Board business.
- b) Board Members are prohibited from urging the organization to hire as consultants, contractors, agents, or staff any family member or close friend or anyone with whom they have a business partnership.
- c) No individual may serve as a Board Member of OSM at the same time that a member of their immediate family (spouse, partner, sibling, child, parent, grandparent, son or daughter in-law, mother or father in-law) is employed by the organization as consultant, or contractor. The same prohibition shall apply to any other family member with whom the Board Member has a close relationship that either would make it difficult for the Board Member to avoid

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inappropriate information-sharing or behavior, or might be widely perceived as causing that effect.

- d) If the Board is discussing any matter - financial or programmatic - about which a member may have a conflict of interest, it is the responsibility of the Board Member to disclose the potential conflict and to be absent from all discussions and voting on such matters. Nor may the member attempt to influence the position of other Board members or staff on such matters. This shall include any consideration related to purchases, collaboration, or other financial transactions; the setting of policy or advocacy positions or of issue priorities; and other programmatic decisions. It shall also include provisions of services or benefits that OSM may be considering offering to a non-profit organization with which the Board Member is associated as a Board or staff member.
- e) If there is any question regarding what constitutes a conflict of interest or improper behavior, a Board member is expected to contact the President or Secretary for clarification. If they are uncertain of how to address the issue, it shall be brought to the attention of the Full Board for discussion and resolution.

Article 5. Order of Precedence. In case of conflict between provisions of this Policy, the order of precedence for conflict resolution in descending order shall be as follows: (i) Bylaws, including amendments; (ii) and (iii) the Policies.

This policy has been adopted by the Board of Directors of Open Source Matters, Inc. with the motion #2020-089 on June 18, 2020 and is published under the Policies section of the organization's website.

Conflict of Interest Disclosure Form

This form shall be filled annually by all Board Members, as identified in the Open Source Matters, Inc. - Conflict of Interest Policy (ratified by the Full Board of Directors of Open Source Matters, Inc. on June 18, 2020).

I have no conflict of interest to report.

I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature:

Email: