



## **WEBSTER UNIVERSITY CONFLICT OF INTEREST POLICY**

### **POLICY STATEMENT**

Webster University (the "University") is a nonprofit corporation and an institution of higher education. The University's employees are chosen to fulfill the educational purposes to which the University is dedicated. These persons have a duty to conduct the affairs of the University in a manner consistent with the purposes to which it is dedicated and not to advance their personal interests.

All decisions and actions taken by the University's employees shall be made in a manner that promotes the best interests of the University. University employees have an obligation to address actual, potential, or apparent conflicts of interest and, if they arise, to disclose them to the appropriate University representative and withdraw from debate, voting, or any other decision-making process where a conflict of interest exists or might arise.

This conflict of interest policy is intended to permit the University and employees to identify, evaluate, address, and manage any actual, potential, or apparent conflicts of interest that might, in fact or in appearance, call into question their duty of undivided loyalty to the University.

### **POLICY APPLICATION**

The University's Conflict of Interest Policy applies to all University employees. The University recognizes that its employees perform different functions on its behalf. A particular outside interest or activity or relationship that is a conflict for one employee may not be a conflict for another due to their different responsibilities or levels of influence on University business. Therefore, while every employee is subject to this general policy, different employees are subject to different procedures and disclosure requirements consistent with this general policy.

### **DEFINITIONS**

#### **1. Conflict of Interest**

A conflict of interest may take many forms, but arises when a University employee might be able to use the authority of his or her position:

(a) to influence the University's business decisions in ways to give improper advantage or financial benefit to the employee, Business Partner or a Related Person; or

(b) to obtain for the employee, Business Partner or a Related Person, a financial benefit beyond the compensation he or she is authorized to receive for performing his or her University responsibilities.

2. Covered Persons

All employees of the University are “Covered Persons” for the purpose of this Policy.

3. Related Persons

All family members of Covered Persons, including a spouse, child, parent, sibling, grandparent, grandchild, great-grandchild, in-law, or any other person who resides in the same household as a Covered Person is a “Related Person” for the purpose of this Policy.

4. Business Partners

All individuals or companies who partner, collaborate or cooperate with, or have involvement in, a Covered Person’s business dealings, where the value of the business dealings result in a profit of \$1,000 or more.

5. Transacting Party

For the purpose of this Policy, a “Transacting Party” is any party who enters into a transaction with the University, or an affiliate of the University, where the value of the transaction is \$1,000 or more.

**GUIDANCE FOR AVOIDING CONFLICTS OF INTEREST**

1. Business Decisions

Covered Persons must not make or influence University business decisions, including executing purchasing agreements or other types of contracts, from which they, a Business Partner, or a Related Person may personally benefit. In addition, Covered Persons must avoid circumstances that create the appearance that they make, or influence University business decisions, including executing purchasing agreements or other types of contracts, from which they, a Business Partner, or Related Person may personally benefit.

2. Use of University Resources and Name

The use of University resources (i.e., telephones, fax and copying machines, campus mail, computing equipment and time, staff, office and classroom space, supplies, vehicles, postage, etc.) which results in personal and/or financial gain to a Covered Person, Business Partner or a Related Person, represents a conflict of interest. The use of the University name and seal by Covered Persons other than in the context of their responsibilities as University employees is prohibited.

3. Gifts and Gratuities

Covered Persons are prohibited from soliciting personal gifts and favors from a vendor, contractor, donor, student or parent. Gifts valued in excess of \$100.00 or of undetermined value, if not applied for University purpose or shared widely, should be returned immediately. Gifts of promotional items without significant value and that are routinely distributed by vendors or clients may be accepted. Ordinary business courtesies, such as payment for a modest lunch or dinner or courtesy copies of professional printed matter, are also acceptable. Gratuities or gifts of money, whatever the amount,

may not be accepted at any time.

4. Financial interests & Relationships with Transacting Parties

If a Covered Person, a Business Partner, and a Related Person collectively, or individually, own more than ten percent (10%) of the equity of a Transacting Party, the Covered Person must disclose their financial interests in the Transacting Party. In addition, Covered Persons must disclose their financial interest in any entity that they know to have business, directly or indirectly with the University.

If a Covered Person, Business Partner, or a Related Person serve, or served, as officer, director, manager, trustee, partner, employee or consultant to a Transacting Party, the Covered Person must disclose the nature of the Covered Person, Business Partner or Related Person's relationship with the Transacting Party.

5. Receipt of Items of Monetary Value from Transacting Party

If a Covered Person, Business Partner, and a Related Person collectively, or individually, receive anything of monetary value from a Transacting Party exceeding \$100.00 annually, the Covered Person must disclose the receipt of such item. Examples include salary, royalties, gifts, and payments for services including consulting fees. Excluded are income from debt obligations of the U.S., state or local governments, certificate of deposits, blind trusts, and broadly diversified mutual funds and brokerage accounts managed by third parties.

**DISCLOSURE, REFRAIN FROM INFLUENCE, AND RECUSAL**

When a Covered Person becomes aware of an actual, potential or apparent conflict of interest, he or she has a duty to take the following actions:

1. immediately disclose the existence and circumstances of the actual, potential or apparent conflict of interest to the University's designated person in writing on the attached form. Initially, the Designated Person shall be the Chief Human Resources Officer. If the Covered Person is the Chief Human Resources Officer, the Designated Person shall be the Assistant Chancellor and Secretary of the University.
2. refrain from using his or her personal influence to encourage the University to enter into the transaction involving the actual, potential or apparent conflict of interest; and
3. physically excuse himself or herself from any discussions regarding the actual, potential or apparent conflict of interest except to answer questions from the Chief Human Resources Officer and others with oversight, including discussions and decisions on the subject.

In order to assist the University in identifying actual, apparent or potential conflicts of interests, each Officer, Division Head and Director domestically as well as Directors of international campuses shall annually complete a Conflict of Interest Questionnaire provided by the University, and shall update such Questionnaire as necessary to reflect changes during the course of the year. Completed Questionnaires shall be returned to the Chief Human Resources Officer.

#### **STANDARD FOR APPROVAL OF TRANSACTIONS INVOLVING CONFLICTS OF INTEREST**

1. Actual Conflicts of Interest

The University may enter into a transaction in which a University employee has an actual conflict of interest if: (a) the transaction does not constitute an act of self-dealing, and (b) the Chief Human Resources Officer determines that the transaction is fair and reasonable to the University. The Chief Human Resources Officer may consult with the University's counsel and other resources as necessary to ensure that the transaction does not constitute an act of self-dealing.

2. Apparent and Potential Conflicts of Interest

The University may, in its discretion, prohibit a University employee from participating in University decisions in which the University employee has a potential or apparent conflict of interest.

#### **ADMINISTRATION OF POLICY**

This policy shall be administered by the Chief Human Resources Officer. The Chief Human Resources Officer has the responsibility for the following:

1. reviewing reports regarding the Conflict of Interest Questionnaire;
2. receiving disclosures of proposed transactions in which an actual, apparent or potential conflict of interest exists;
3. reviewing proposed transactions in which an actual, apparent, or potential conflict of interest exists to determine whether they meet the above-described standard;
4. reviewing the operation of this policy and making changes from time to time as it may deem appropriate.

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