

Rancho Santa Ana Botanic Garden (hereafter, RSABG), as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the operations of RSABG must fulfill all legal requirements. They also depend on the public trust and thus are subject to scrutiny by and accountability to both governmental authorities and members of the public.

Consequently, there exists between RSABG and its board members and employees a fiduciary duty that carries with it a broad and unbending duty of loyalty. Board members and employees have the responsibility of administering the affairs of RSABG honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of RSABG. They shall not use their positions with RSABG or knowledge gained there for their personal benefit.

An actual or potential conflict of interest occurs when a board member or employee is in a position to influence a decision that may result in personal gain or gain for a relative as a result of RSABG's business dealings. For the purpose of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the board member or employee is similar to that of persons who are related by blood or marriage.

Personal gain may result not only in cases where a board member, an employee, or a relative has a significant ownership in a firm with which RSABG does business, but also when a board member, an employee, or a relative receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving RSABG.

No presumption of a conflict is created by the mere existence of a relationship with outside firms. However, if a board member or an employee has a conflict of interest or a perceived conflict of interest with RSABG, he or she shall immediately notify the board chair or executive director so that safeguards can be established to protect all parties.

This policy and its application shall be reviewed annually for the information and guidance of board members and employees, 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.

Board members will be asked to complete a certification of agreement with this policy and disclosure of any known conflicts of interest upon his or her election or re-election to the board and annually thereafter. Employees will be asked to complete such a certification upon his or her employment and on an annual basis thereafter.

**CONFLICT CERTIFICATION FOR RSABG**

I have read and agree to abide by RSABG'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*)