



Policy

University Policy BOT-06.02-08/14

Policy Title: Conflict of Interest Policy

Originator: Dr. Judith A. Bense, President

Responsible Office: UWF Board of Trustees

Reason for Policy/Purpose:

The University of West Florida Board of Trustees is the governing board of the University of West Florida; as such it is obligated to serve the public trust. As a member of the Board, each Trustee agrees to keep the welfare of the University at all times paramount, putting aside any and all personal, and business interests thereby assuring that a Trustee's independence of judgment is not compromised, that the confidence and respect of the public and the University community in the integrity of the Board are preserved, and that the University of West Florida's public mission is protected and well served.

Definitions:

The following definitions apply to this policy:

Business Relationship – means a relationship in which a Trustee, or a Trustee's spouse or child serves as an officer, director, or proprietor of, or has a material interest in an organization that does business with the University of West Florida.

Material Interest – means a direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity.

Principal by whom Retained – means an individual or entity, other than an agency as defined in Section 112.312(2), F.S., that for compensation, salary, pay, consideration, or similar thing of value, has permitted or directed a Trustee to act for the individual or entity, and includes, but is not limited to, one's client, employer, or the parent, subsidiary, or sibling organization of one's client or employer.

Relative – unless otherwise specified in the Code of Ethics, means an individual who is related to a Trustee as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, half sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great grandparent, step grandchild, step great grandchild, person who is engaged to be married to the Trustee or who otherwise holds himself or herself out as or is generally known as the person whom the Trustee intends

to marry or with whom the Trustee intends to form a household, or any other natural person having the same legal residence as the Trustee.

Special Private Gain or Loss – means an economic benefit or harm that would inure to the Trustee, his or her relative, business associate, or principal, unless the measure affects a class that includes the Trustee, his or her relative, business associate, or principal, in which case, at least four factors must be considered when determining whether a special private gain or loss existed: 1. The size of the class affected by the vote, 2. The nature of the interests involved, 3. The degree to which the interests of all members of the class are affected by the vote, and 4. The degree to which the Trustee, his or her relative, business associate, or principal receives a greater benefit or harm when compared to other members of the class. The degree to which there is uncertainty at the time of the vote as to whether there would be any economic benefit or harm to the Trustee, his or her relative, business associate, or principal and, if so, the nature or degree of the economic benefit or harm must also be considered.

Policy Statement:

1. **Scope.** It is the requirement of the State of Florida that no public officer shall have any interest, financial or otherwise, direct or indirect; engage in any business transaction or professional activity; or incur any obligation of any nature which is in substantial conflict with the officer's proper discharge of his or her duties in the public interest. See Section 112.311(5), Florida Statutes.
2. **Fiduciary Responsibilities.** Section 8 of Article II of the Constitution of the State of Florida states: "A public office is a public trust." Board members of the University of West Florida serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this requirement. Each Trustee is responsible for abiding by the Code of Ethics for Public Officers and Employees which is contained in Chapter 112, Part III (Sections 112.311 - 112.326) of the Florida Statutes.
3. **Best Interests of the University.** All decisions of the Board are to be made solely on the basis of a desire to advance the best interests of the institution and the public good. Trustees are entrusted to be independent of and impartial in their decision in terms of their other interests, and are not permitted to use their public office for private gain.
4. **Other Interests.** Board members are often involved in the affairs of other institutions, businesses and organizations. Members may have other relationships and affiliations that raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, each Trustee has the responsibility to comply with the Code of Ethics with respect to these interests.
5. **The Code of Ethics for Public Officers and Employees.** The Code of Ethics provides definitions and sets forth the various contexts in which conflicts arise. As defined in the Code, a "conflict of

interest" arises in a situation in which regard for a private interest tends to lead to disregard of a public duty or interest. Particular attention is required when public officers are in situations involving:

- (a) solicitation and acceptance of gifts;
- (b) doing business with, contracting and engaging in transactions with the University;
- (c) favors or compensation;
- (d) unauthorized compensation;
- (e) misuse of public position or confidential information;
- (f) conflicting employment or consulting contractual relationships;
- (g) employment of relatives; and
- (h) private gain resulting from an association with the University.

6. Consultation and Guidance. Any Trustee who is uncertain whether a conflict of interest may exist in any matter shall advise the Chair of the Board and may request advice from General Counsel or the State of Florida Commission on Ethics (www.ethics.state.fl.us).

7. Continuing Obligation. Each Trustee has a continuing obligation to:

- (a) be familiar with the Florida Statutes regarding ethics and conflicts of interest and the terms of this Policy; and
- (b) disclose as required by law any possible personal, familial, or business relationships that might reasonably give rise to a conflict involving the University.

8. Disclosure.

- (a) All Trustees shall complete and file disclosure forms as required by Florida law. (See Sections 112.3143, 112.3144, and 112.3145, F.S.)
- (b) Each Trustee will on or before July 1 of each year, file with the Secretary to the Board an executed Conflict of Interest Disclosure Statement identifying relationships that may constitute conflicts or potential conflicts of interest, or confirming that no such conflicts or potential conflicts are known to exist (the form attached hereto).

9. Voting Conflicts. A Trustee may not vote on any matter that the Trustee knows would inure to his or her special private gain or loss. Any Trustee who abstains from voting in an official capacity upon any measure that the Trustee knows would inure to the Trustee's special private gain or loss, or who votes in an official capacity on a measure that he or she knows would inure to the special private gain or loss of any principal by whom the Trustee is retained or to the parent organization or subsidiary of a

corporate principal by which the Trustee is retained other than an agency as defined in Section 112.312(2); or which the Trustee knows would inure to the special private gain or loss of a relative or business associate of the Trustee shall make every reasonable effort to disclose the nature of his or her interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for the Trustee to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

“Relative” as used in this paragraph 9 means any father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law.

10. Confidential Information. Board members will frequently receive information in connection with their membership on the Board. Trustees shall not use information acquired as a result of their position to their own advantage, profit, or gain. On occasion such information will be confidential. Confidential information includes all non-public information that is protected by federal or state law such as trade secrets, work product, collective bargaining negotiation discussions, records reflecting academic evaluations of faculty performance and student educational records. Trustees shall not use confidential information for any personal purpose and shall not disclose such information, in any form, except to those who require such information to carry out the business of the University or to those whom disclosure is legally mandated.

11. Authority of Individual Board Members. The authority of the Board rests with the board as a whole and is exercised in meetings of the board. Trustees shall conduct relationships with the University staff, students, the public and the media with this in mind. The expertise of the Board is needed in terms of policy-making and planning so that the University staff can do its best to operate the University.

Authority and Related Documents:

Board of Governors Regulation 1.001; Chapter 112, Part III, Florida Statutes.

APPROVED: Dr. Judith A. Bense, President

Date: 10/17/14

History: BOT-06.00-09/09 Conflict of Interest Policy, adopted September 2009; revised hereby.

Adopted by the University Board of Trustees Executive Committee on August 14, 2014; ratified by the University of West Florida Board of Trustees on September 9, 2014.

The University of West Florida Board of Trustees Conflict of Interest Disclosure Statement

This Conflict of Interest Disclosure Statement is intended to protect both the Board and the University, by affording the University ample opportunity to forestall any potential conflicts and assure that all Board decisions are above reproach.

To allow the Board and the University to monitor and promptly address any potential conflicts, please:

(i) identify below any relationships, financial or personal, that may constitute conflicts or potential conflicts of interest, or (ii) confirm that no such conflicts or potential conflicts are known to exist:

The following represent interests or relationships that are or may be in conflict with my position as Trustee of the University:

1. Personal, familial or business relationships that might reasonably give rise to a conflict involving the University.

2. Outside employment or service (any outside employment or provision of outside services by you or any member of your family that may be in conflict with your position as a Trustee of the University.

3. Outside interests, financial and other (any interests or positions which you or any member of your family hold in any outside concern from which the University obtains goods or services, or which provides services competing with the University):

4. Any other potential issues or conflicts:

OR

_____ As of today's date, I have no financial, professional, or personal relationships that reasonably hold the potential for a conflict of interest involving my service as a University Trustee.

I am familiar with The University of West Florida Board of Trustees Conflict of Interest Policy pursuant to which this Disclosure Statement is filed. I have disclosed all potential conflicts of interests of which I am aware, and I agree to promptly file an additional Disclosure Statement if any additional matters subject to disclosure arise before my next annual Disclosure Statement is due.

Signature _____

Date _____