



Conflict of Interest Policy

I. Purpose

SparkPath is a non-profit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of SparkPath as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between SparkPath and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of SparkPath honestly and prudently, and of exercising their best care, skills, and judgment for the sole benefit of SparkPath. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with SparkPath or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

II. Persons Concerned

This statement is directed not only to directors and officers but to all employees who can influence the actions of SparkPath. For example, this would include all who make purchasing decisions, all persons who might be described as “management personnel,” and anyone who has proprietary information concerning SparkPath.

III. Areas in Which Conflict May Arise

Conflicts of interest may arise in the relations of directors, officers, and employees with any of the following third parties:

1. Persons and firms supplying goods and services to SparkPath;
2. Persons and firms from whom SparkPath leases property and equipment;
3. Persons and firms with whom SparkPath is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property;
4. Competing or affinity organizations;
5. Donors, volunteers, and others supporting SparkPath;
6. Agencies, organizations, media outlets, and associations which affect the operations of SparkPath; and
7. Family members, friends, and other employees.

IV. Nature of Conflicting Interest

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section III. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with SparkPath;
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with SparkPath;
3. Receiving remuneration for services with respect to individual transactions involving SparkPath;
4. Using SparkPath's time, personnel, equipment, supplies, or goodwill for other than SparkPath- approved activities, programs, and purposes;
5. Receiving personal gifts or loans from third parties dealing or competing with SparkPath.

V. Interpretation of This Statement of Policy

The areas of conflicting interest listed in Section III, and the relations in those areas which may give rise to conflict, as listed in Section IV, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and employees will recognize such areas and relations by analogy.

The fact that one of the interests described in Section III exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances, it is necessarily adverse to the interests of SparkPath.

However, it is the policy of the board that the existence of any of the interests described in Section IV shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

VI. Disclosure Policy and Procedure

In addition to making the disclosure immediately upon recognition of a conflict of interest, all directors, officers, and employees will complete an annual written disclosure of real or perceived conflicts of interest, after a review of this policy.

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest may be excluded from the discussion and/or approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The Board of Directors has determined that the transaction is in the best interest of the organization.

The conflict of interest disclosure in the organization is made to the President and CEO of SparkPath, Executive Director of BrightWorks, John Schultz, or to Colleen Feller, the Director of SparkPath (or if either is the one with the conflict, then to the Director, CEO, or Board Chair, as appropriate), who shall bring the matter to the attention of the Board of Directors. Disclosure involving the Directors should be made to the CEO, Director, or Board Chair, who shall bring these matters to the Board of Directors.

The Board of Directors shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to SparkPath. The decision of the Board of Directors on these matters will rest in their sole discretion, and their concern must be the welfare of SparkPath and the advancement of its mission.

For specific information regarding the conflicts related to acceptance of contributions, refer to the SparkPath Gift Acceptance Policy (2015).

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