

Conflict of Interest Policy
Board of Directors Conflict of Interest Policy and Disclosure Form

In their capacity as directors, the members of the Board of Directors (the “Board”) of the Texas Association of Resource Conservation and Development Councils (“TARCD”) must act at all times in the best interests of TARCD. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary.

This policy may be enforced against individual Board members as described below.

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of TARCD. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of TARCD.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member’s obligations to TARCD and the Board member’s personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to TARCD. However, full disclosure of all actual and potential conflicts and a determination by the disinterested Board (or TARCD Executive Committee) members – with the interested Board member recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the TARCD Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the TARCD Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The TARCD Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the TARCD Executive Committee, as well as all other conflict information provided by Board members.

I have read the TARCD Board Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a TARCD Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the TARCD President & Executive Director in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Board Member

Signature: _____

Board Member Printed

Name: _____

Date: _____

Document Retention and Destruction Policy

This Document Retention and Destruction Policy of Texas Association of Resource Conservation and Development (“TARCD”) identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the Organization’s documents and records.

1. **Rules.** The Organization’s staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Human Resources, Legal or Administrative staffs/departments or their equivalents; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) **no paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.**

2. **Terms for retention.**

a. Retain permanently:

Governance records – Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes.

Tax records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits.

Intellectual property records – Copyright and trademark registrations and samples of protected works.

Financial records – Audited financial statements, attorney contingent liability letters.

b. Retain for seven years:

Pension and benefit records -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records.

Government relations records – State and federal lobbying and political contribution reports and supporting records.

Employee/employment records – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors.)

Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

All electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.

3. **Exceptions.** Exceptions to these rules and terms for retention may be granted only by the Organization’s chief staff executive or Chairman of the Board.

Whistleblower Policy

This Whistleblower Policy of Texas Association of Resource Conservation and Development (“TARCD”): (1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the TARCD; (2) specifies that the TARCD will protect the person from retaliation; and (3) identifies where such information can be reported.

1. **Encouragement of reporting.** The TARCD encourages complaints, reports or inquiries about illegal practices or serious violations of the TARCD’s policies, including illegal or improper conduct by the TARCD itself, by its leadership, or by others on its behalf. Appropriate subjects to rise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the TARCD has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the TARCD’s human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. **Protection from retaliation.** The TARCD prohibits retaliation by or on behalf of the TARCD against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The TARCD reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the TARCD’s Chairman of the Board of Directors or 1st Vice Chairman; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the 2nd Vice Chairman. The TARCD will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the TARCD may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.