



MUSIC TEACHERS NATIONAL ASSOCIATION

## **Conflict of Interest Policy**

The Board of Directors of the Music Teachers National Association (MTNA) has adopted the following policy designed to avoid any possible conflict between the personal interests of Board members, committee members and staff and the interests of MTNA. This policy also applies in any case in which a committee chairperson or committee member may be delegated the authority to transact any business on behalf of MTNA.

The purpose of this policy is two-fold. First, the policy seeks to reflect the spirit of MTNA's commitment to promote the highest ethical standards in the association management profession. Second, the policy seeks to ensure that decisions about MTNA operations and the use or disposition of MTNA assets are made solely in terms of the benefits of MTNA and are not influenced by any private profit or other personal benefit to the individuals affiliated with MTNA who take part in the decision. In addition to actual conflicts of interest, board members are also obligated to avoid actions that could be perceived or interpreted in conflict with MTNA's interest.

Conflicts of interest may occur when MTNA enters into transactions with not-for-profit organizations as well as those that are undertaken with profit-making entities. The best way to deal with this problem is to make known one's connection with organizations doing business with MTNA and to refrain from participation in/voting on decisions affecting transactions between MTNA and the other organization. Such relationships do not necessarily restrict transactions so long as the relationship is clearly divulged and non-involved individuals affiliated with MTNA make any necessary decision.

### **Policy**

Any member of the MTNA Board of Directors, MTNA committees, and MTNA staff who may be involved in an MTNA business transaction in which there may be a possible conflict of interest shall disclose the potential conflict to the other members of the Board, committee or supervisor before any discussion and vote with respect to the transaction. Such disclosure shall be recorded in the minutes of the meeting at which it is made. The member shall refrain from

voting on any such transaction, participating in deliberations concerning it, or using personal influence in any way in the matter. The foregoing requirements, however, should not be construed to prevent the member from briefly stating a position on the matter or from answering pertinent questions from other Board or committee members by reason of the fact that personal knowledge on the matter may be of assistance to the other members in reaching their decision. The member's presence may not be counted in determining the quorum for any vote with respect to the business transaction which involves a potential conflict of interest.

A written disclosure regarding any possible conflicts and of any adjustments made to avoid possible conflicts of interest shall be kept by the Executive Director and CEO.

## **Definitions**

- “Involved in an MTNA business transaction” means initiating, making the principal recommendation for, or approving a purchase or contract; recommending or selecting a vendor or contractor; drafting or negotiating the terms of such a transaction; or authorizing or making payments from MTNA accounts. That language is intended to include not only transactions for MTNA’s procurement of goods and services, but also for the disposition of MTNA property, and the provision of services or space by MTNA.
- A “possible conflict of interest” is deemed to exist where the Director or close relative, or a member of that person’s household, is an officer, director, employee, proprietary, partner, or trustee of, or, when aggregated with close relatives and members of that person’s household, holds 35% or more of the issued stock in the organization seeking to do business with MTNA. A possible conflict is also considered to exist where such a person is (or expects to be) retained as a paid consultant or contractor by an organization which seeks to do business with MTNA, and whenever a transaction will entail a payment of money or anything else of value to the official, member, to a close relative, or to a member of that person’s household.
- A “possible conflict of interest” exists when an individual affiliated with MTNA has an interest in an organization which is in competition with a firm seeking to do business with MTNA if the individual’s position gives him or her access to proprietary or other privileged information which could benefit the firm in which he or she has an interest.
- A “possible conflict of interest” exists when an individual affiliated with MTNA is a trustee, director, officer or employee of a not-for-profit organization which is seeking to do business with or have a significant connection with MTNA or is engaged in activities which could be said in a business context to be “in competition with” the programs of MTNA.

## **Acknowledgment**

This policy statement shall be made available to each Director, officer, committee chair, and members, and staff. Such individuals will be asked to complete the acknowledgment and an attached disclosure concerning reporting of potential conflicts of interest.

Adopted:      September, 2009