

# Community Radio for Northern Colorado

## Conflict of Interest Policy

This conflict of interest policy is intended to permit Community Radio for Northern Colorado (CRNC), its Board members, officers and employees to identify, evaluate, and address any real, potential, or apparent conflicts of interest and to provide CRNC with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a director or officer may have a conflict of interest with respect to the transaction.

### 1. Covered Persons

This policy applies to all members of CRNC's Board of Directors, officers and employees ("Covered Persons"). Each Covered Person shall be required to acknowledge, not less than annually, that he or she has read and is in compliance with this policy.

### 2. Covered Transactions

This policy applies to all transactions between CRNC and a Covered Person, or between CRNC and another party with which a Covered Person has a significant relationship ("Covered Transactions"). A Covered Person is considered to have a significant relationship with another party if:

- a) the other party is a member of the Covered Person's family or household, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in-law, or domestic partner;
- b) the other party is an entity in which the Covered Person and/or a family member has, directly or indirectly, more than a 10% ownership interest;
- c) the Covered Person and/or a family member is an officer, director, trustee, fiduciary, partner or employee of the other party; or
- d) the Covered Person accepts gifts, entertainment, or other favors from any individual or entity that does or is seeking to do business with CRNC for which it might be inferred that such action was intended to influence or possibly would influence the Covered Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of CRNC.

A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interest of a Covered Person may be seen as competing with the interest of CRNC.

### 3. Disclosure, Refrain from Influence, and Recusal

When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

- a) immediately disclose the existence and circumstances of such Covered Transaction to the Organization's Governance Committee of the Board of Directors in writing. Covered Persons who are not directors or officers, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of board or committee action, shall disclose to the General Manager any Covered Transactions;
- b) refrain from using his or her personal influence to encourage CRNC to enter into a Covered Transaction
- c) remove himself or herself from participation in any discussions regarding the Covered Transactions with Directors, officers and employees of CRNC, whether formal or informal, or at meetings of the Board or its committees, except to respond to requests for information about the Covered Transaction; and
- d) recuse himself or herself from voting on the Covered Transaction or on any matter relating to or affected by it.

Each member of CRNC's Board of Directors and all key employees shall annually complete a Conflict of Interests Questionnaire provided by CRNC, and shall update such Questionnaire as necessary to reflect changes during the course of the year. Completed Questionnaires shall be available for inspection by any Board member.

### 4. Standard for Approval of Covered Transactions

CRNC may enter into a Covered Transaction where the Board determines, acting without the participation or influence of the Covered Person and, if applicable, based on comparable market data, that such transaction is fair, reasonable and in the best interest of CRNC. The Board shall document the basis for this determination in the minutes of the meeting at which the Covered Transaction is considered.

### 5. Administration of Policy

The policy shall be administered by the Organization's Governance Committee of the Board of Directors, which shall be responsible for the following:

- a) reviewing reports regarding the Conflict of Interests Questionnaires;
- b) receiving disclosure of proposed Covered Transactions;

- c) reviewing proposed Covered Transactions to determine whether they meet the above-described standard;
- d) maintaining minutes and such other documentation as may be necessary and appropriate to document its review of Covered Transactions;
- e) reviewing the operation of this policy and recommending changes to the Board of Directors from time to time as it may deem appropriate; and
- f) addressing and making recommendations to the Board of Directors concerning the failure of any Covered Person to complete a Conflict of Interests Questionnaire, disclose any conflict of interests, or otherwise fail to comply with this policy.

This Conflict of Interests Policy was adopted by the Board of Directors on December 8, 2008.