

Directors' Code of Conduct Search Institute

The board of directors of Search Institute expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting as directors.

1. Directors must represent unconflicted loyalty to the interests of Search Institute. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or staffs. This accountability supersedes the personal interest of any director acting as an individual consumer of this agency's services.
2. Directors must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no self-dealing or any conduct of private business or personal services between any director and the agency except as procedurally controlled to assure openness, competitive opportunity and equal access to otherwise "inside" information. Directors must not use their positions to obtain for themselves or for their family members employment within Search Institute. Should a director be considered for employment, s/he must temporarily withdraw from board deliberation, voting and access to applicable board information.
3. Directors may not attempt to exercise individual authority over Search Institute except as explicitly set forth in board policies. Directors' interaction with the CEO/President or with staff must recognize the lack of authority in any individual Director or group of directors except as noted above. Directors' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any Director or Directors to speak for the board. Directors will make no judgments of the CEO/President or staff performance except as that performance is assessed against explicit board policies by the official process.
4. Directors will deal with outside entities or individuals, staff and with each other in a manner reflecting fair play, ethics and straightforward communication.

Conflict of Interest Policy Search Institute

Under Minnesota state law, a contract between a nonprofit corporation and a board member or members may be avoidable unless the interested board member or members can establish that:

1. The contract is fair and reasonable;
2. Full disclosure by the interested board member or members was made to the full board or voting members;
3. A majority of the entire board or appropriate committees, or of the voting membership, in all cases not including the interested board member or members, voted in favor of the contract.

Search Institute shall not enter into any contract or transaction with

1. one or more of its directors,
2. a director of a related organization, or
3. an organization in or of which a director of Search Institute is a director, officer, or legal representative, or in some other way has a material financial interest

Unless:

- a) That interest is disclosed or known to the Board of Directors,
- b) The Board approves, authorizes or ratifies the action in good faith,
- c) The approval is by a majority of directors (not counting the interested director),
- d) At a meeting where a quorum is present (not counting the interested director).
- e) As part of its approval, the board determines that the terms are commercially reasonable, relying on objective data if available.

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

In the event that a conflict of interest is authorized, the executive committee will monitor the relationship between the board members and the organization.



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SEARCH INSTITUTE BOARD MEMBERS
ANNUAL STATEMENT CONCERNING
POSSIBLE CONFLICT OF INTEREST

The undersigned person acknowledges receipt of a copy of the corporate "Resolution Concerning Conflict of Interest" dated ___/___/___. By my signature affixed below I acknowledge my agreement with the spirit and intent of this resolution and I agree to report to the President of the Board of Directors any possible conflicts (other than those stated below) that may develop before completion of the next annual statement.

_____ I am not aware of any conflict of Interest

_____ I have a conflict of interest in the following area(s)

Multiple horizontal lines for writing a conflict of interest statement.

Signed _____

Printed Name _____

Date _____

