



Conflict of Interest Policy

A Noise Within (“ANW”)

Policy on Conflicts of Interest and Disclosure of Certain Interests

This conflict of interest policy is designed to help directors, officers, and employees of ANW identify situations that present potential conflicts of interest and to provide ANW with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer, or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control.

1. Definitions.

- A. A *Conflict of Interest* is any circumstance described in Part 2 of this Policy.
- B. A *Responsible Person* is any person serving as an officer or member of the Board of Directors of ANW.
- C. A *Family Member* is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
- D. A *Material Financial Interest* in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party. This includes all forms of compensation.
- E. A *Contract or Transaction* is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by ANW. The making of a gift to ANW is not a Contract or Transaction.
- F. The *Chair* is the Chair of the Governance Committee of ANW unless the Responsible Person disclosing a potential Conflict of Interest is the Chair of the Governance Committee in which case the *Chair* is the President of the Board of ANW.

2. Conflict of Interest Defined. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

- A. Outside Interests.
- (i) A Contract or Transaction between ANW and a Responsible Person outside of his/her primary relationship with ANW or Family Member.
 - (ii) A Contract or Transaction between ANW and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.
- B. Outside Activities.
- (i) A Responsible Person competing with ANW in the rendering of services or in any other Contract or Transaction with a third party.
 - (ii) A Responsible Person's having a Material Financial Interest in; or serving as a Director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity or individual that competes with ANW in any Contract or Transaction with a third party.
- C. Gifts, Gratuities and Entertainment. A Responsible Person accepting substantial gifts, entertainment, or other favors from any individual or entity that:
- (i) Does or is seeking to do business with, or is a competitor of ANW; or
 - (ii) Has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from ANW; or
 - (iii) Under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible 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 that are not related to any particular transaction or activity of ANW.

3. Procedures.
- A. Before board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
 - B. A director or committee member who will not be attending a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the Chair all facts material to the

Conflict of Interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

- C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of directors of ANW has Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the board of directors. A member or candidate standing for election does not need to complete an additional Conflict of Interest disclosure form.
- E. Responsible Persons who are not members of the board of directors of ANW 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 Chair any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect ANW's participation in such Contract or Transaction.
- F. Any individual with a potential conflict shall disclose the circumstances to the Chair, who shall determine whether there exists a Conflict of Interest that is subject to this policy. The Chair shall bring any disclosure by a Responsible Person determined to be a Conflict of Interest to the Governance Committee for review. The Governance Committee shall be responsible for reviewing all such disclosures and proposing a resolution the conflict. The Governance Committee shall bring Conflicts of Interest that may have material effect on ANW and/or on which the Governance Committee is unable to reach a resolution to the Board of Directors for review and resolution.
- G. Notwithstanding the foregoing in Part 3, directors designated as members of the board's Artistic Committee (the Co-Producing Artistic Directors of ANW) will be exempt from the requirement of board or committee action on their Conflicts of Interest only regarding the assignment of directing and acting Contracts or Transactions to themselves relating to ANW's mainstage season. These directors are required to submit a Conflict of Interest form as a disclosure only for such Conflicts of Interest as described in this 3.G. Any other Conflicts of Interest will be subject to the Conflict of Interest resolution procedure described elsewhere in Section 3.

4. Confidentiality. Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interests of ANW. Furthermore, a Responsible Person shall not disclose or use information relating to the business of ANW for the personal profit or advantage of the Responsible Person or a Family Member.

5. Review of Policy.
 - A. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.

 - B. Each Responsible Person shall annually complete a disclosure form at A Noise Within's annual meeting of the Board identifying any relationships, positions, or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a consultant to a nonprofit organization, or ownership of a business that might provide goods or services to ANW. Any such information regarding business interests of a Responsible Person or a Family Member shall be treated as confidential and shall generally be made available only to the Chair, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

 - C. This policy shall be reviewed annually by the Governance Committee. Any changes to the policy shall be communicated immediately to all Responsible Persons.



Conflict of Interest Information Form

Name: _____

Yes, I am disclosing a potential Conflict of Interest

No, I do not have a Conflict of Interest at this time

If “yes” please describe below any relationships, positions, or circumstances in which you are involved that you believe could contribute to a Conflict of Interest (as defined in ANW’s Conflict of Interest Policy) arising.

1. Organization: _____

Relationship: _____

Effective date(s): _____

Value: _____

Nature of conflict: _____

2. Organization: _____

Relationship: _____

Effective date(s): _____

Value: _____

Nature of conflict: _____

Signature: _____

In accordance with the Conflict of Interest Policy, Responsible Persons will be surveyed on an annual basis for this information.

Date: _____