



CONFLICT OF INTEREST POLICY BOARD OF DIRECTORS AND EMPLOYEES

Policy and Procedures

The University Auxiliary and Research Services Corporation's (UARSC's) work on campus and in the community depends upon the continued trust and confidence in the integrity of UARSC. That integrity is grounded in fair and responsible decision making by its directors, officers and employees. All directors, officers, and employees are expected to conduct their personal and business matters so as to avoid actual, potential or apparent conflict between self interests and the interests of the UARSC and/or Cal State San Marcos.

Policy

It is the policy of University Auxiliary and Research Services Corporation that all members of the UARSC Board of Directors, officers, and employees of UARSC shall strictly adhere to the provisions of the California Education Code, Sections 89906, 89907, 89908 and 89909 and to the provisions of the California Corporations Code, Section 5233 (see copy of Codes in Exhibit A).

I. Board of Directors

No Board Director shall be financially interested in any contract or other transaction entered into by the Board that is not in accordance with the conflict of interest provisions set forth in California Education Code Sections 89906-89909. The following contractual relationships are specifically not allowed:

- a. Any contract, other than an employment contract, directly between the corporation and a Board Director.
- b. Any contract between the corporation and a partnership or unincorporated association in which a Board Director is a partner, or an owner, or a holder, directly or indirectly, of a proprietorship interest.
- c. Any contract between the corporation and a for-profit corporation in which a Board Director is the owner or holder, directly or indirectly, of five percent (5%) or more of the outstanding stock.

Any Board Director who has a conflict and cannot divest himself/herself of such interest within a reasonable period of time shall be asked to resign his/her Board position.

A Board Director must disclose any financial interest, which could be impacted by the action of the Board. Under these circumstances the Board Director must recuse himself or herself from the action to approve such a transaction on the part of the Board. Failure to disclose may result in avoidance (voiding) of the contract.

It is UARSC policy that a Board Director employed at a company or organization otherwise eligible to bid on UARSC services, such as accounting, finance, legal, etc., would not be eligible to bid while he/she serves as a Board Director.

Procedures for Board of Directors

- A. At the beginning of each fiscal year, all members of the UARSC Board of Directors shall be required to sign a Conflict of Interest Statement (see copy of Statement in Exhibit A).
- B. The Executive Director shall administer the Conflict of Interest Policy for UARSC Board of Directors. The administrator's responsibilities include:
 - a. Ensuring that the conflict of interest statements are distributed to the Board of Directors at the first meeting of a new fiscal year;
 - b. Ensuring that all statements are collected in a timely manner, retained in files, and treated as confidential information;
 - c. Referring any reported conflict or potential conflict to the Finance and Operations Committee.

II. Employees

This policy shall apply to all Director level positions within the UARSC Office, including the Executive Director, and to any other UARSC positions (Central Office or project) which in the opinion of the Executive Director (with input from Directors of Commercial Services, Grants and Contracts, Human Resources, and/or Finance and Business Services) have significant exposure and/or decision making authority to warrant regular monitoring of Conflict of Interest activities.

Designated employees of UARSC are required to disclose the following:

- a. Interests in real property, which within the last two years have been the subject of a lease or license with UARSC for valuable consideration, or have been otherwise made the subject of a contract with UARSC for valuable consideration, or which in the future foreseeably may be so leased, licensed or otherwise made the subject of a contract with UARSC.
- b. Interests in real property, investments and business positions in business entities, and income from sources located in whole or in part within two (2) miles of Cal State San Marcos or within two (2) miles of any property owned or leased by UARSC.
- c. Investments and business positions in any business entity, or income from any sources, which within the last two years has contracted or in the future may

foreseeably contract with UARSC to provide supplies, materials (including books and periodicals), machinery, equipment, services or work of the type utilized by UARSC.

- d. Investments and business positions in any business entity or income from any sources, which within the last two years has contracted or in the future foreseeably may contract with UARSC to perform construction work or to perform services in connection with such construction work or which, within the last two years, has contracted or in the future foreseeably may contract as a subcontractor or supplier for such construction work or which, within the last two years, has contracted or in the future foreseeably may contract with a service contractor to perform services in connection with such construction work pursuant to a separate contract with the service contractor.
- e. Changes occurring prior to their next complete declaration if such changes either give rise to an actual or potential conflict of interest or eliminate a conflict previously disclosed.

Procedures for Employees

- A. At the beginning of each fiscal year, employees of UARSC holding the following designated positions are required to file annual statements of economic interest (Exhibit B, and if necessary, Exhibit C):

Assistant Director, Finance and Business Services
Associate Executive Director
Bookstore/University Store Manager
Bookstore/University Store Assistant Manager
Director, Finance and Business Services
Director, Sponsored Projects
Executive Director
Food Service Manager
Merchandise Buyer
Starbucks manager
Textbook Buyer

- B. The Human Resources Director shall administer the Conflict of Interest Policy for UARSC employees. The administrator's responsibilities include:
 - 1. Ensuring that the conflict of interest statements are distributed to designated employees during the first full work week of July of each year;
 - 2. Ensuring that all statements are collected in a timely manner, retained in files, and treated as confidential information;
 - 3. Ensuring all new managers hired into designated positions complete the conflict of interest at the time of hire;
 - 4. Referring or reporting any existing, potential, or resolved conflict to the Finance and Operations Committee.

IV. Review and Administration of Reported Conflict

Any unresolved conflicts will be reviewed by the Finance and Operations Committee and the Committee will determine if the conflict or potential conflict can be resolved. In the absence of resolution, the Finance and Operations Committee will refer the matter to the Board of Directors. The Board of Directors will review and take final action on the matter.

V. Breach of Policy and Remedies

In the event there is a breach of this policy or allegation of a breach, the matter shall be reviewed and considered by the Finance and Operations Committee. In its review of the matter, the Finance and Operations Committee shall decide what remedy, if any, is appropriate and which shall be imposed by UARSC. Any party to the matter may appeal the decision of the Finance and Operations Committee to the Board of Directors for review, consideration, and final decision, in a process to be determined by the Board. The decision by the Board shall be final.

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