

ROOSEVELT UNIVERSITY CONFLICT OF INTEREST POLICY

I. Purpose

The consistent conduct of Roosevelt University (“University”) business in an honest and ethical manner is vitally important to maintaining public trust and confidence in the University and its employees and representatives. Thus, members of the Board of Trustees and Administrative Officers of the University shall at all times act in a manner consistent with their fiduciary responsibilities to the University and shall exercise particular care that no detriment to the University results from conflicts between their interests and those of the University. This policy is to assure that conflicts of interest which occur are appropriately disclosed and resolved.

II. Definitions

- A. Trustee: Trustee shall mean a voting member of the Roosevelt University Board of Trustees.
- B. Administrative Officer: Administrative Officer shall mean employees of the University with duties and responsibilities directly related to the operations of the University, including those in a position to affect decisions as to the purchase or disposal of property or services, settlement of claims or other business obligations. The definition of Administrative Officer includes, but is not limited to, those in the following positions: President, Vice Presidents, Associate Vice President of Finance, Associate Vice President of Operations, the Provost and any member of the Executive Council, Deans, Center and Institute Directors, Head Librarian and Directors of Facilities.
- C. Immediate Family: Immediate Family shall mean a person’s spouse, domestic partner and the dependent children of the person or his or her spouse, or his or her domestic partner.

III. Conflict of Interest

- A. A conflict of interest transaction is a transaction with the University in which a Trustee or Officer has a direct or indirect interest. A conflict of interest transaction is neither voidable nor a basis for imposing liability on the Trustee or Administrative Officer if:
 - (1) The transaction was fair to the University at the time it was entered into; and
 - (2) The material facts of the transaction and the Trustee’s or Administrative Officer’s interest were disclosed or known to the Board and the Board authorized, approved, or ratified the transaction.
- B. For purposes of this policy, a Trustee or Administrative Officer has an indirect interest in a transaction if:
 - (1) another entity in which the Trustee or Administrative Officer has a material interest or in which the Trustee or Administrative Officer is a general partner is a party to the transaction; or
 - (2) another entity of which the Trustee or Administrative Officer is a director, officer or trustee is a party to the transaction;
 - (3) any member of his or her immediate family is a party to the transaction, or has a material interest in another entity which is a party to the transaction or is a director, officer or trustee of another entity which is a party to the transaction.

- C. For purposes of subsection A(2) a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of disinterested Trustees. The presence of the Trustee, who is directly or indirectly a party to the transaction described in subsection A, or a Trustee who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board or a committee of the Board takes action on the transaction.

IV. Disclosure and Abstention Requirements

- A. Trustees: Prior to the consideration of action on any University decision or transaction with respect to which a Trustee has an interest, whether direct or indirect, which would conflict or reasonably give the appearance of conflicting with the interests of the University, such Trustee shall disclose that interest to the other Trustees. Such Trustee shall refrain from voting or otherwise influencing other Trustees with respect to the decision or transaction, and such disclosure and abstention shall be appropriately noted in the minutes of the meeting. A Trustee shall not petition for or receive money from the University to support or fund any charitable organization in which the Trustee or a member of his or her immediate family is involved or has an interest.
- B. Administrative Officers: Prior to any University decision or transaction in which a University Administrative Officer has an interest, whether direct or indirect, which would conflict or reasonably give the appearance of conflicting with the interests of the University, such officers shall disclose such interest to the president of the University. In the case of the president, disclosure shall be to the Board.
- C. Determinations of Conflicts: In the event that a Trustee or Administrative Officer is uncertain as to whether disclosure of an interest is required, the Chair of the Board and/or the President should be consulted. The Chair and/or President may elect to consult with legal counsel, or the Board of Trustees in executive session.

V. Conflict of Interest Statement

Each Trustee or Administrative Officer shall sign the attached Conflict of Interest Disclosure Statement annually disclosing any potential conflict of interest and certifying that he or she has read this policy and agrees to abide by it. With respect to an Administrative Officer, the submission of such signed statement will constitute a condition of continued employment. Such statements shall be maintained with the official minutes of the Board.

VI. State Law

This policy is in addition to any obligations imposed on a Trustee or Administrative Officer by the laws of the State of Illinois.