

**Earth Talks Foundation**  
**Conflict of Interest Policy**

**Purpose**

This policy safeguards the Foundation when considering transactions that may benefit the private interests of a director, officer, key employee, or related party. It ensures compliance with the Idaho Nonprofit Corporation Act (Title 30, Idaho Code), which requires directors to act in good faith, avoid self-dealing, and disclose conflicts, and with IRS rules prohibiting private inurement and excess benefit transactions.

**Definitions**

- **Interested Person:** A director, officer, or Board-delegated committee member with a direct or indirect financial interest.
- **Financial Interest:** Any ownership, investment, or compensation relationship—direct or indirect—with an entity involved in a Foundation transaction, including substantial gifts or favors. A financial interest does not automatically constitute a conflict; the Board determines this.
- **Family Members:** Spouse, domestic partner, parents, children, siblings, in-laws, and household members.

**Policy**

The Board expects of itself and its directors ethical and businesslike conduct.

The Board has a responsibility for compliance with the Societies Act and Board of Trade Act under which it was created as well as an obligation to the interests of members and other stakeholders. This accountability supersedes any responsibility to staff and to conflicting loyalties to advocacy or interest groups and membership on other boards or staffs.

Board members must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.

1. Identify the responsibilities for which the Board will hold him/her accountable;
2. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to “inside” information.
3. Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
4. Should a board member be considered for employment she/he must temporarily withdraw from the board deliberation, voting and access to applicable board information.

**Duty to Disclose**

Interested Persons must disclose financial interests and all material facts to the Board or relevant committee, updating disclosures annually or when circumstances change. Idaho law requires directors to disclose conflicts to uphold their duty of loyalty and prudent governance.

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**Determining a Conflict**

After disclosure, the Interested Person leaves the meeting. Disinterested directors or committee members determine by majority vote whether a conflict exists, consistent with Idaho Code procedures for conflicted transactions.

**Addressing a Conflict**

- The chair may assign a disinterested person or committee to explore alternatives.
- After due diligence, the Board determines whether a more advantageous, conflict-free option exists.
- If none exists, the Board may approve the transaction only if it is fair, reasonable, and in the Foundation's best interest, by majority vote of disinterested directors.
- The Interested Person must not vote or attempt to influence the decision.

**Violations**

If a potential failure to disclose is identified, the Board shall discuss the concern with the individual. If a violation is confirmed, the Board may take corrective or disciplinary action, including removal, when consistent with the Bylaws and Idaho law.

**Adopted:** 22 February 2026

**By the Board of Directors of the Earth Talks Foundation**