



**AFT GUILD, LOCAL 1931**  
**CONFLICT OF INTEREST POLICY**  
*Updated & Approved November 5, 2020*

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## **ARTICLE I: PURPOSE**

- A. This conflict of interest policy (“Policy”) is designed to protect the interests and organizational objectives of the American Federation of Teachers Guild, Local 1931 (“AFT”), a nonprofit corporation. AFT is governed by its AFT Executive Council. The AFT Executive Council takes or delegates actions based upon its constitutional authority to fulfill AFT’s essential work.
- B. When AFT is contemplating an action, transaction, or arrangement, this Policy requires that AFT’s interests must take precedence over any private interest of an AFT Executive Council member, AFT Officer or key AFT employee (including any committee member who has been delegated powers to act for AFT).
- C. This Policy prohibits any excess-benefit transaction.
- D. This Policy is intended to support AFT’s organizational objectives by requiring consistent, loyal and trustworthy actions by its decision-makers. The AFT Executive Council, AFT Committee members, principal officers and key employees each owe a fiduciary responsibility to AFT and its members. Their fiduciary duty requires that they act in AFT’s best interest, particularly when AFT’s best interest conflicts with their own self-interest. AFT’s collective interest must supersede any competing individual concerns, and this must be reflected in the decisions and actions of the AFT Executive Council, AFT Committee members and AFT’s managerial employees. Fiduciary duty requires the exercise of a high degree of diligence, skill and care when AFT’s organizational objectives and interests are at stake. The AFT Executive Council and those within AFT who are responsible for its proper management have a duty to exercise honesty, full disclosure and good judgment in dealing with AFT’s financial matters. AFT is governed and administered in trust for AFT’s members, and no one should gain any improper personal benefit at AFT’s expense.
- E. This Policy governs the AFT Executive Council, AFT Committee members, AFT officers, and all key AFT employees who exercise managerial authority within AFT. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

## **ARTICLE II. DEFINITIONS FOR THE AFT CONFLICT OF INTEREST POLICY**

- A. “Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- B. An “Interested Person” includes the AFT President, AFT Executive Council Member, AFT officer or AFT member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.
- C. A “Financial Interest” is when a person has, directly or indirectly, through business, investment, or family:
  - 1) An ownership or investment interest in any entity with which AFT has a transaction or arrangement,
  - 2) A compensation arrangement with AFT or with any entity or individual with which the AFT has a transaction or arrangement, or
  - 3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AFT is negotiating a transaction or arrangement.
  - 4) A financial interest is not necessarily a conflict of interest. Under Article III below, a person who has a financial interest may have a conflict of interest only if the AFT Executive Council or AFT Committee decides that a conflict of interest exists.

## **Article III: Procedures**

### **A. Duty to Disclose**

In connection with any actual or possible conflict of interest, any interested person must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the AFT Executive Council or its Committee before it considers the proposed action, transaction, or arrangement. Each interested person shall disclose to the AFT Executive Council or AFT Committee all material facts regarding their interest in the transaction, promptly upon learning of the proposed transaction. When a key AFT employee is an interested person who is connected to an action, transaction, or arrangement that is ordinarily approved by AFT staff, the possible conflict of interest should be referred to the AFT Executive Council or its Committee to take appropriate action and determine whether an actual conflict of interest exists.

### **B. Determining Whether a Conflict of Interest Exists**

After disclosure of a possible conflict of interest, an interested person may make a presentation to the AFT Executive Council or its Committee and answer any questions about the possible conflict of interest. After making this presentation and answering questions, the interested person shall leave the meeting. The remaining disinterested AFT Executive Council or its Committee shall then decide if a conflict of interest exists.

### **C. Procedures for Addressing the Conflict of Interest**

- 1) If the AFT Executive Council's disinterested members (or disinterested AFT Committee members, if relevant) determine that a conflict of interest exists, they shall discuss, and vote on whether to engage in or undertake the action, transaction or arrangement involving the possible conflict of interest. During this time, the interested person shall not be involved in the meeting.
- 2) The AFT President, AFT Committee chair, or disinterested members of the AFT Executive Council shall, if appropriate, appoint a disinterested person or committee or subcommittee to investigate alternatives to the proposed action, transaction, or arrangement. The individuals making this appointment must themselves be disinterested in the proposed action, transaction, or arrangement.
- 3) After exercising due diligence, the AFT Executive Council or its Committee shall determine whether AFT can obtain, with reasonable efforts, a more advantageous action, transaction, or arrangement from a person or entity that would not give rise to a conflict of interest.
- 4) If a more advantageous action, transaction, or arrangement is not reasonably possible under circumstances that avoid a conflict of interest, the AFT Executive Council or its Committee shall determine by a majority vote of the disinterested directors (or committee members) whether the action, transaction, or arrangement is in AFT's best interest, for AFT's own benefit, and whether it is fair and reasonable. Based on this determination, the AFT Executive Council or its Committee shall decide whether to enter into the action, transaction, or arrangement.

#### **D. Violations of Conflicts of Interest Policy**

- 1) If the AFT Executive Council or its Committee has reasonable cause to believe an individual covered by the Policy has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for this belief and afford him or her the opportunity to respond and explain the alleged failure to disclose.
- 2) If, after hearing the response and making further investigation as warranted by the circumstances, the AFT Executive Council or its Committee determines the person in question has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV. RECORDS OF PROCEEDINGS OR ACTIONS**

- A. The minutes of the AFT Executive Council and its Committees shall contain the names of the persons who disclosed - or otherwise were found to have an interest in connection with - an actual or possible conflict of interest, the AFT Executive Council's or its Committee's decision determining whether a conflict of interest existed, and the action ultimately taken, if any.
- B. The minutes shall also contain the names of those who were present for discussions and votes relating to the action, transaction, or arrangement, the content of the discussion, including any alternatives to the proposed action, transaction, or arrangement, and a record of any votes taken in connection with the proceedings.
- C. The minutes of any meeting discussing or taking action on actual or possible conflict of interest shall be approved contemporaneously, and approval of any part of the minutes involving the actual or possible conflict of interest shall be voted on only by disinterested members of the AFT Executive Council or its Committee designated to act on this issue. Interested persons may be present during the discussion and voting on minutes on an actual or possible conflict of interest, but may not participate in any discussion or vote. The minutes shall indicate the disinterested members who participated in the discussion and voted on the minutes of any actual or possible conflict of interest.

#### **ARTICLE V: COMPENSATION**

- A. A voting member of the AFT Executive Council or an AFT Executive Council-created or – controlled committee who receives compensation, directly or indirectly, from AFT for services other than those of an AFT Executive Council member or committee member is precluded from voting on any matters pertaining to his or her compensation.
- B. There is no prohibition on any voting member of the AFT Executive Council or committee who receives compensation, directly or indirectly, from AFT, either individually or collectively, from providing information to any committee regarding compensation.

#### **ARTICLE VI: ANNUAL DISCLOSURE AND COMPLIANCE STATEMENTS**

##### **A. Annual Disclosure**

Each AFT Executive Council member, AFT officer, committee member, key employee and other interested persons shall annually sign a statement approved by the Treasurer affirming that the signer:

- 1) Has received a copy of this Policy;
- 2) Has read and understands this Policy;
- 3) Has agreed to comply with this Policy;
- 4) Has disclosed all family and business relationships with the AFT;
- 5) Has disclosed all transactions, arrangements or relationships reportable on IRS Form 990 Schedules J, L, and R, as well as any other applicable reporting requirements designated by the Treasurer;
- 6) Has agreed to update these statements whenever there is a material change in the information already provided on the statement; and
- 7) Understands that AFT is nonprofit organization and its federal tax exemption requires AFT to engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **B. Dissemination of Compliance Statements**

All annual statements shall be made available to all AFT Executive Council members, AFT Committee members and AFT officers, and annual statements of the AFT Executive Council members shall be made available to all members of the AFT Executive Council and any relevant committee (as designated by the AFT Executive Council).

## **ARTICLE VII: PERIODIC REVIEWS & DISTRIBUTION OF POLICY MATERIALS**

- A. AFT must operate in a manner consistent with its tax-exempt purposes and avoid engaging in activities that could jeopardize its tax-exempt status. Therefore, periodic reviews shall be conducted by a committee of independent AFT Executive Council members. A periodic review shall include the following subjects:
  - 1) Whether compensation arrangements and benefits are reasonable, based on reliable survey information and objective bargaining; and
  - 2) Whether partnerships, joint ventures, and arrangements with related and affiliated organizations conform to AFT's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further AFT's purposes, and do not result in inurement, impermissible private benefit, or in an excess-benefit transaction.
- B. After each election cycle for AFT Executive Council members, these materials will be provided and a period review shall be conducted. Each new AFT Executive Council member shall be provided these materials upon joining the AFT Executive Council.

## **ARTICLE VIII: USE OF OUTSIDE EXPERTS**

- A. When conducting the periodic reviews as provided for in Article VII, AFT may use outside advisors. If outside experts are used, their use shall not relieve the AFT Executive Council of its responsibility for ensuring that periodic reviews are conducted.

**AFT Guild Local 1931  
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## AFT GUILD, LOCAL 1931 ANNUAL DISCLOSURE FORM

As a current or former AFT President, AFT Executive Council member, AFT Officer, AFT Executive Council Committee Member, Key Employee or Highest Compensated Employee of AFT, I recognize that AFT must provide independent governance to AFT's constituency and that AFT must regularly report to government agencies to retain its tax-exempt status. I further understand that I owe a duty of loyalty to AFT. One aspect of fulfilling my duty is to avoid or disclose interests according to AFT's Conflict of Interest Policy ("Policy").

By signing below, I acknowledge that:

1. I have received a copy of the Policy;
2. I have read and understand the Policy;
3. I have agreed to comply with the Policy;
4. I have disclosed all family and business relationships with the AFT on this Form;
5. I have disclosed all transactions, arrangements, or relationships involving me that are reportable on Internal Revenue Service (IRS) Form 990 Schedules J, L, and R and any required California disclosures on this Form, after consultation with the AFT President;
6. I have agreed to update the information on this Form whenever there is a material change in the information; and
7. I understand that AFT is tax-exempt and to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In accordance with the Policy, I am disclosing the following interests as defined by the Policy. I will provide further information if requested and will cooperate with any review and evaluation on behalf of AFT.

- 1) Any ownership or investment interest in any entity with which AFT has a transaction or arrangement:

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- 2) Any compensation arrangement with AFT or with any entity or individual with which AFT has a transaction or arrangement:

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- 3) Any potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which AFT is negotiating a transaction or arrangement:

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- 4) Board membership, officer position, or agency interest in a commercial entity or nonprofit organization with which AFT has, or is negotiating, a transaction or arrangement:

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5) Ownership, investment interest, compensation arrangement, board membership, officer position, or agency interest in a commercial entity, nonprofit organization or labor organization that competes with AFT:

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6) Ownership, investment interest, compensation arrangement, board membership, officer position, or agency interest in a commercial entity, nonprofit organization or labor organization that advances opposing or adverse public policy positions from those of AFT:

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On an attached and dated document, please list all family members and individuals that you have a business relationship or involvements that are reportable (according to questions 1 through 6, above), by name, relationship, home address, and business address.

Below are listed any additional transactions, arrangements, or relationships involving me that are reportable on IRS Form 990 Schedules J, L, or R. I have sought the guidance of the AFT President in determining whether a transaction is reportable on such a schedule or form, and if there are any additional obligations under California reporting requirements:

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Please use additional sheets or attach explanatory documents, if necessary. Please indicate whether any information provided here is to be kept confidential by AFT. This information is accurate and complete to the best of my knowledge and ability.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Position

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