Board of Trustees Conflict of Interest Policy

Document Number: BOT-0005 **Date Published(sys):** 7/28/2026

General Description

Scope:

The following statement of policy applies to members of the Board of Trustees (including Advisory Trustee, Ex Officio, Trustees Emeritus), Officers, Senior Administrators of the University whose positions empower them to commit or substantially influence the commitment of University resources, and certain Independent Contractors. It also provides guidance to all other employees of the University, regardless of position. This Policy is intended to supplement and not replace applicable state and federal laws governing conflict of interest that are applicable to non-profit corporations.

Policy Content

Responsibility to Trinity University

In fulfilling their obligations to the University, members of the Board of Trustees and officers of the University serve a public trust and are fiduciaries of the University's interests. Decisions made by the Board, its officers, and by University employees covered by this policy shall be made in accordance with that trust and solely on the basis of promoting those interests, both in fact and perception.

Definition

For the purposes of this policy, actual and perceived conflicts of interest are, most generally, situations in which individuals have interests or relationships that might reasonably be construed to affect their independent, unbiased judgement when making or participating in the making of decisions on behalf of Trinity. Individuals are considered to have a conflict of interest when there are circumstances that could be expected to materially and adversely affect the individual's judgment on a matter, including when the individual, a family member, or an associate is a party to the contract or transaction or is materially involved in the conduct that is the subject of the claim or challenge, has a material financial interest in the outcome of the contract or transaction or the disposition of the claim or challenge, or is a managerial official or member or has a financial interest in an entity contracting or transacting business with the University. However, as no definition of conflict of interest can be sufficiently inclusive to cover all possible situations, covered individuals have the affirmative responsibility to identify actual or potential

conflicts of interests in whatever form.

For the purpose of this policy, a trustee or officer, or member of the trustee's or officer's family is considered to be affiliated with an organization or entity when the individual:

1. Is an officer, director, trustee, partner, managerial official, employee, or agent of such organization; or
2. Is either the actual or beneficial owner of more than five percent of the voting stock or controlling interest of such organization; or
3. Has any other direct or indirect dealings (such as a material business relationship) with such organization from which he or she materially benefits.

Disclosure

Persons covered by this policy are required to disclose annually by August 31 any and all actual or potential conflicts of interest. They are further required to disclose immediately any and all new relationships, circumstances or affiliations that could reasonably give rise to a conflict of interest or the perception of a conflict of interest that occurs during the period between the filing of the annual disclosure statements.

All disclosures required under this policy must be directed in writing to the Chair of the Audit Committee or to the President, who together with the Chair of the Audit Committee shall be responsible for the administration of this policy. The Chair of the Audit committee will accumulate all disclosure statements and furnish them to the Chair of the Board. The Chair of the Audit Committee will be responsible for ensuring compliance by the full population covered by this policy and report to the Chair of the Board those individuals failing to furnish an annual statement.

If a Trustee, Officer or Senior Administrator is uncertain whether a conflict of interest exists or whether to list a particular Business Relationship or other outside interest, the Chair of the Board and University legal counsel should be consulted.

Matters under this policy concerning trustees shall be reported to the Chair of the Board; those concerning staff will be referred to the President. The Chair of the Audit Committee, Chair of the Board, or President may refer matters to the Audit Committee for review and resolution as necessary to administer this policy.

Independence

Trustees must certify annually their compliance with this policy and whether they are independent.

Restraint on Participation

Trustees, Officers or Senior Administrators who have a conflict of interest or a perceived conflict, in any matter, shall refrain from participation in consideration of the proposed transaction, unless for special reasons the Board or administration requests information or interpretation form the person or persons involved. The person or persons involved shall not vote on such matters and shall absent oneself from the

meeting prior to any vote by the Board or committee. Meeting minutes shall reflect the disclosure, quorum, and voting abstention.

Any Board member who is uncertain about possible conflicts of interest in any matter may consult with the Chair of the Board and request the Audit Committee to determine whether a conflict prevails.

Special Circumstances

Given the unique nature of the University's operations and programs, there are a number of special circumstances of which the University's Trustees and Officers should be mindful as it relates to conflict of interest.

Investment in Faculty, Staff, or Student Ventures
Trinity promotes and supports entrepreneurial activity by its faculty, staff, and students. Trustees, Officers, and employees are not prohibited from investing in such ventures in their individual capacities. However, given the power dynamics and the potential for actual or apparent conflict of interest, it is incumbent upon Trustees and Officers who make these investments to be clear that they are doing so in their personal capacity and to disclose such investments as part of the disclosure requirements outlined by this policy.

Certain Board Functions
The Board of Trustees is responsible for certain functions that are subject to specific legal and compliance requirements, such as executive compensation. These functions are carried out in accordance with applicable law, including as it relates to conflict of interest and independence. The Board of Trustees maintains a separate policy regarding executive compensation.

University Endowment
The University undertakes and oversees investment activity in relation to the management of its Endowment. Additional information, including about conflicts of interest in this context, is provided in the University's Investment Policy Statement. As with all actual or perceived conflicts of interest, Trustees and Officers are encouraged to follow the principle of liberal disclosure, including as it relates to investment activity and affiliation with Trinity's financial and investment partners, in order to avoid any appearance of conflict of interest.

University contracts and procurement
As part of the annual disclosure process, the University will provide a list of the contractors and vendors who have significant business dealings with the University, based upon materiality standards periodically set by the University.

Training

Members of the Board of Trustees and Officers of the University will receive training regarding Conflict of Interest at the time they join the Board or begin employment at the University, and periodically thereafter. In addition, individuals will be provided with a copy of the Conflict of Interest Policy for review annually in conjunction with the annual disclosure process.

Review and Report

The Audit Committee shall annually review this policy and recommend to the full Board whatever changes it thinks advisable.

Revision Management

Revision History Log:

Revision #:	Date:	Recorded By:
v2.0	7/1/2021 3:43 PM	Claire Smith
v1.0	6/30/2021 2:15 PM	Rachel Rolf

Vice President Approval:

Name:	Title:
Kristina Campos-Davis	Chief of Staff and Assistant Secretary to the Board