
ILTA Conflict of Interest Policy and Form

Last updated 2/28/18

Policy Scope

This policy applies to all International Legal Technology Association (“ILTA”) Board Members, employees (including leased employees), employees of affiliated international companies/subsidiaries/contractors, individual contractors to ILTA, and certain members that may be engaged in an advisory capacity such as committee members, member liaisons, and strategic relationship liaisons (collectively, “Covered ILTA Parties” or “Covered ILTA Party”).

Policy

All Covered ILTA Parties must act at all times in the best interests of ILTA.

1. What Is a Conflict of Interest?

A conflict of interest may arise in any circumstance that may compromise the ability of a Covered ILTA Party to make unbiased and impartial decisions on behalf of ILTA. Such circumstances may involve family relationships, business transactions, professional activities, or personal affiliations.

The Board of Directors of ILTA (the “Board”) requires all Covered ILTA Parties to complete and submit an annual Statement of Disclosure detailing any facts or circumstances that might constitute a conflict of interest. The Board further requires Covered ILTA Parties to submit an amended Statement of Disclosure to reflect any material changes or additions to the submitted information that may arise during the course of the year. Covered ILTA Parties are encouraged to err on the side of disclosure and to report any set of circumstances that may appear to pose a conflict of interest, even if there is uncertainty as to whether such circumstances should be disclosed.

2. How Are Conflicts of Interest Identified?

The Board will review each Statement of Disclosure for any set of facts or circumstances that may reflect an actual, potential, or apparent conflict of interest. The Board may request the assistance of legal counsel to identify potential conflicts. When evaluating a particular set of facts or circumstances, the Board shall consider the following non-exhaustive list of factors that may indicate a conflict of interest:

- Solicitation of any gift or other item of value, or acceptance of any unsolicited gift or other item of value, worth more than \$100;
- Any incident of abuse or misuse of a leadership position for personal or third-party gain or benefit;
- Situations in which a Covered ILTA Party may be divided between personal interests or the interests of another organization and the best interests of ILTA;

- Business, professional, or other activities that would materially and adversely affect ILTA, either directly or indirectly;
- Any arrangement in which a Covered ILTA Party provides goods or services to ILTA as a paid vendor; and
- Situations in which the Covered ILTA Party's employer is in a transaction or dispute with ILTA.

The Board may request additional information from any Covered ILTA Party at any time; however, no individual whose relationships or activities are under review may participate in deliberations, debate, or any vote of the Board while such review is pending.

3. How Are Conflicts of Interest Resolved?

If the Board identifies an actual, potential, or apparent conflict of interest, it may take one of the following actions to resolve such conflict:

- ***Waive*** the conflict of interest as unlikely to affect the Covered ILTA Parties' ability to act in the best interests of ILTA;
- Determine that the Covered ILTA Party should be ***recused*** from all deliberation and decision-making related to the particular transaction or relationship that gives rise to the conflict of interest. This course of action should apply particularly when the transaction or relationship is one which presents a conflict only with respect to one or two discrete programs or activities; or
- Determine that the Covered ILTA Party must ***resign*** from his or her service to ILTA. This course of action should apply when the conflict of interest is so pervasive that the Covered ILTA Party would likely seldom, if ever, be able to act solely in the best interests of the organization.

The Board reserves final authority over the resolution of all conflicts of interest involving any Covered ILTA Party. If the covered ILTA Party in question is a Board Member, then such Board member shall recuse herself or himself from the Board's resolution of the conflict of interest.

4. May Covered ILTA Parties Do Business with ILTA?

A conflict of interest exists any time a Covered ILTA Party seeks to enter into a business relationship with ILTA. Similar conflicts may arise through family members or through organizations in which Covered ILTA Parties serve in a leadership, employment, or ownership capacity.

Such conflicts do not, however, necessarily preclude business relationships with ILTA. The following procedure is designed to resolve conflicts of interest whenever a Covered ILTA Party, or a related party, seeks to provide goods or services to ILTA as a paid vendor, or applies to receive a significant grant or contract from ILTA:

- The Covered ILTA Party must promptly disclose to the Board the intent to enter into a business relationship with ILTA.
- The Covered ILTA Party must recuse himself or herself from all deliberation, debate, and voting related to the contemplated business relationship.
- If the value of the transaction exceeds \$5,000, ILTA must solicit proposals or applications from a broad range of other qualified candidates for the agreement, contract, or grant under consideration.
- The Board must determine, without the presence or participation of the Covered ILTA Party under review, that the transaction is fair and in the best interest of ILTA.
- If the Board approves the business relationship under consideration, the Covered ILTA Party may not participate in any process by which his or her performance as a vendor, grantee, or recipient is evaluated, or in any such evaluation of a related party.

Policy Implementation

In addition to the procedures described in the Policy, the attached Statement of Disclosure shall be completed, signed and submitted on an annual basis by all Covered ILTA Parties.

Survival

Should any specific aspect of this policy violate any law, all other aspects of this policy shall remain in effect.

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**International Legal Technology Association
Conflicts of Interest Disclosure Form**

As an International Legal Technology Association (“ILTA”) Board member, employee (including leased employee), employee of any affiliated international company/subsidiary/contractor, or a member that may be engaged in an advisory capacity such as a committee member, member liaison, or strategic relationship liaison (collectively, “Covered ILTA Parties” or “Covered ILTA Party”), I understand that I am obligated to disclose the existence of any facts or circumstances that may constitute a conflict of interest as the term is defined in the Conflict of Interest Policy above.

- I have the following interests in third parties (other than broadly traded public companies) providing goods and services to ILTA:

- I serve in a leadership capacity, have a significant investment, or own at least a one percent interest in the following entities or organizations that may have conflicting interests with those of ILTA, or take public positions contrary to those of ILTA:

- I expect to receive compensation from ILTA in the following amount, not including reimbursement of reasonable expenses and, for employees, employee salaries, bonuses and other employee compensation:

- The following members of my family expect to receive some form of compensation or material financial benefit from ILTA, whether directly or indirectly:

- Outside of my capacity as a Covered ILTA Party, I have a family relationship or business relationship with the following directors, volunteer leaders, or employees of ILTA:

I wish to disclose the following additional facts or circumstances:

I have read the ILTA Conflict of Interest Policy in full, and understand that I am required to notify the ILTA Board of Directors, in the event of any material change to the answers I have provided in this statement.

Signed: _____ Date: _____

Print Name: _____