



Online News Association

CONFLICT-OF-INTEREST POLICY FOR DIRECTORS, EMPLOYEES AND VOLUNTEERS

1. Scope. The following statement of policy applies to each director of the Online News Association, and to all persons employed by or volunteering for the Online News Association, regardless of position (each, a “Covered Person.”)

2. Responsibility/Reporting Obligation. Directors, employees and volunteers serve the interests of members and the public generally. When acting on matters that may affect ONA or its members, all such Covered Persons must make decisions solely on the basis of a desire to promote the best interests of the organization, its members, and the public good.

Covered Persons may well be involved in the affairs of other businesses, institutions and organizations (each, an “Organization”). Such relationships and affiliations may raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, each Covered Person has the responsibility to ensure that ONA is made aware of situations that involve personal, family or business relationships that could create a real or perceived conflict of interest.

Thus, the board requires each Covered Person to review the terms of this policy annually and to disclose to ONA, as described in Section 4, below, as they arise any potential personal, family, or business relationships that reasonably might give rise to a conflict, or a perceived conflict involving ONA.

3. Conflict/Perceived Conflict Defined with Respect to Potential Financial Transactions. Covered Persons are required to report to ONA any financial transaction or potential financial transaction -- that is, any arrangement pursuant to which ONA pays money to or receives money from another party -- that involves (a) a Covered Person or a member of his/her immediate family, or (b) any Organization with which any Covered Person or member of his/her immediate family is affiliated, as defined below. The Covered Person must report the transaction or potential transaction to ONA as soon as he/she becomes aware of the transaction or potential transaction. The report to ONA must describe the transaction or potential transaction in reasonable detail and must disclose the Covered Person’s interest or involvement. (For avoidance of doubt, a Covered Person is not required to report as a conflict of interest or potential conflict of interest any donation or sponsorship payment that such Covered Person, a member of his/her immediate family, or an Organization with which that Covered Person is affiliated has made, or may make, to ONA.)

A Covered Person is deemed to be affiliated with an Organization if:

- (a) he or she, or a member of his or her immediate family, is a director, officer, trustee, partner, employee, or agent of that Organization; or
- (b) he or she or members of his or her immediate family receive direct financial benefit from sales or services provided by that Organization; or
- (c) he or she or members of his or her immediate family has a material financial interest in that Organization.

The term “immediate family” includes an individual’s spouse and children (including legally adopted children), and members of that individual’s household. The policy is not intended to imply that Covered Persons are required to disclose to ONA any political, religious, ethnic, fraternal or civic affiliations.

4. Reporting Conflicts and Potential Conflicts.

- a. **Directors:** Any director is required to report a conflict or potential conflict, in writing, to the Executive Committee of the Board of Directors.
- b. **Executive Director:** The Executive Director is required to report a conflict or potential conflict, in writing, to the Executive Committee of the Board of Directors.
- c. **Other Employees:** Any employee other than the Executive Director is required to report any conflict or potential conflict, in writing, to the Executive Director.

Information disclosed under this policy shall be held in confidence by the persons authorized to receive and act upon it except where, in the judgment of any of such persons, the best interest of the organization requires further disclosure.

5. Prohibition Against Use of ONA Information or Communications Channels to Promote or Advantage any Organization with Which a Covered Person is Affiliated. A Covered Person is prohibited from using his or her access to any information obtained through affiliation with ONA to promote, market, or provide an advantage to any Organization with which he/she is involved, whether as an owner, director, officer, or employee. A Covered Person also is prohibited from using ONA channels – such as newsletters, emails, database, conferences, events or communications distributed or promoted under the ONA name – for marketing or promotion unless the marketing or promotion has been approved, in writing, by the Executive Committee or Executive Director, or purchased as a part of a sponsorship.

6. Restraint on Participation. A Covered Person who has declared or has been found to have a conflict of interest in any proposed transaction or other matter must refrain from participating in discussion and voting of the proposed transaction or other matter, unless the Board of Directors, having been advised of the conflict or potential conflict, nevertheless requests his/her participation. In the case of a director, he or she shall not vote on the matter in question and shall not be present at the time of the vote, unless the Board of Directors, having been advised of the conflict or potential conflict, nevertheless requests his/her participation. The Executive Director or Executive Committee will take such action as they deem necessary to assure that any transaction in which any employee or volunteer is involved is not tainted by any conflict or potential conflict and that the transaction is completed in the best interests of ONA.

7. Advance Determinations. Any board member who is uncertain about possible conflict of interest in any matter may request the Executive Committee determine whether a possible conflict exists; the Executive Committee shall resolve the question. The question of potential conflict may be referred to counsel prior to being referred to the Executive Committee.