



**Board of Directors**  
**Annual Signature Packet**

**Please sign and date on Pages 4, 9, and 10.**

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## **NATIONAL BOARD OF DIRECTORS**

### **Expectations & Responsibilities**

**(Revised March 2023)**

Membership on the Guitars Over Guns (GOGO) Board of Directors requires an investment of time, energy, and resources. Current and past board members regard their position as a privilege and commit to the following expectations of service to the organization and community:

#### General Board Responsibilities

- Employ and compensate Executive Director/CEO
- Share relevant expertise and skills
- Support and guide the establishment and implementation of strategies, objectives and policies
- Monitor, evaluate, and actively participate in the organization's progress toward its goals
- Help ensure legal and ethical integrity and Board accountability
- Recommend and recruit prospective board members
- Orient new board members
- Help determine the Chief Executive's key roles/priorities and provide an annual evaluation of the Chief Executive's performance

#### Participation

- Study, develop and adopt policies that will satisfy the needs of the organization and to see that such policies are effectively administered
- Attend quarterly and ad hoc board meetings.
  - Bring all potential matters of significance to the attention of the board's leaders.
  - Review meeting materials in advance and present any personal agenda items
  - Serve on one or more board committees/task forces and indicate if willing to serve as chair
  - Maintain confidentiality as appropriate

- Visit, time permitted, Guitars Over Guns programs during the year
- Attend Guitars Over Guns fundraisers and special events
- Indicate if you are no longer able to carry out these responsibilities

#### Advocacy & Communication

- Know Guitars Over Guns' history, mission, goals, policies, programs, strengths, and needs
- Advocate for Guitars Over Guns at every opportunity with your professional and personal networks

#### Board Give-Get & Development

- Give and raise an annual unrestricted gift(s) of \$25,000 or more
- Recommend and cultivate prospective supporters, donors, experts, advocates, and community partners
- Participate in 100-percent board giving

#### Strategic Planning

- Play a substantive role with management in developing, approving, and supporting organizational strategy

#### Finance

- Review the organization's financial statements and aid the board in fulfilling its fiduciary responsibility to ensure GOGO has adequate resources and manages its resources effectively
- Approve the budget

#### Relationship to Guitars Over Guns Staff

Board members should:

- Counsel and work cooperatively with the CEO, Head of Development, COO, Director and staff
- Avoid engaging in day-to-day administration of programs
- Direct any special requests to the CEO, board, or appropriate committee chairperson; staff time and resources are fully committed and need to be effectively allocated and coordinated

### Compliance

- Read, review, and help refine Guitars Over Guns' Bylaws and Board Policy Manual
- Review and sign the Expectations and Responsibilities document on an annual basis
- Participate in a comprehensive self-assessment every two years to evaluate the board's overall performance

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

# **Conflict of Interest and Compensation Policy of Guitars over Guns ("GOGO")**

**Adopted by the Board of Directors on July 21, 2020**

## **I. Overview**

### **1. Purpose**

The purpose of this Conflict of Interest and Compensation Policy (the "policy") is to protect GOGO's interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer or **key person**<sup>1</sup>, result in the payment of excessive compensation to a director, officer or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

### **2. Why is a policy necessary?**

As a nonprofit, charitable organization, GOGO is accountable to government agencies, members of the public, and donor and grant writing organizations for responsible and proper use of its resources. Directors and officers have a duty to act in GOGO's best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage GOGO's reputation and expose both GOGO and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for GOGO.

### **3. To whom does the policy apply?**

This policy applies to all directors, officers and key persons.

## **II. Identifying Conflicts of Interest**

### **1. What is a conflict of interest?**

A potential conflict of interest arises when a director, officer or key person, or that person's **relative**<sup>2</sup> or business (a) stands to gain a financial benefit from an action GOGO takes or a transaction into which GOGO enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to GOGO.

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<sup>1</sup> **Key person** means a person, other than a director or officer, whether or not an employee of GOGO, who:

- a) has responsibilities, or exercises powers or influence over GOGO as a whole similar to the responsibilities, powers, or influence of directors and officers;
- b) manages GOGO, or a segment of GOGO that represents a substantial portion of the activities, assets, income, or expenses of GOGO; or
- c) Alone or with others controls or determines a substantial portion of GOGO's capital expenditures or operating budget.

<sup>2</sup> **Relative** means a person's spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

2. **What are some examples of potential conflicts of interest?**

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer or key person or that person's relative or business:

- has an ownership or investment interest in any third party that GOGO deals with or is considering dealing with;
- serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that GOGO deals with or is considering dealing with;
- receives or may receive compensation or other benefits in connection with a transaction into which GOGO enters;
- receives or may receive personal gifts or loans from third parties dealing with GOGO;
- serves on the board of directors of another nonprofit organization, is aware that such nonprofit organization is competing with GOGO for a grant or contract, and is materially involved in the grant process for such organization;
- has a close personal or business relationship with a participant in a transaction being considered by GOGO;
- Would like to pursue a transaction being considered by GOGO for their personal benefit.

3. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.

4. **A potential conflict is not necessarily a conflict of interest.** A person has a conflict of interest only if the governance committee decides, pursuant to Section IV of this policy, that a conflict of interest exists.

**III. Disclosing Potential Conflicts of Interest**

1. You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. Submit a signed, written statement disclosing all the material facts to the governance committee.
2. You must file an annual disclosure statement in the form attached to this policy. **If you are a director**, you must also file this statement prior to your initial election. Submit the form to the chair of the governance committee.

**IV. Determining Whether a Conflict of Interest Exists**

1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the governance committee shall determine whether there is a conflict of interest. The director, officer or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.

2. In determining whether a conflict of interest exists, the governance committee shall consider whether the potential conflict of interest would cause a transaction entered into by GOGO to raise questions of bias, inappropriate use of GOGO's assets, or any other impropriety.
3. A conflict always exists in the case of a **related party transaction** – a transaction, agreement or other arrangement in which a **related party**<sup>3</sup> has a financial interest and in which GOGO or any affiliate of GOGO is a participant.<sup>4</sup>
4. If the governance committee determines that there is a conflict of interest, it shall refer the matter to the board of directors ("board").

## **V. Procedures for Addressing a Conflict of Interest**

1. When a matter involving a conflict of interest comes before the board, the board may seek information from the director, officer or key person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, the individual with the potential conflict of interest shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
2. **Additional Procedures for Addressing Related Party Transactions**
  - a. GOGO may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer or key person, the board or a committee authorized by the board determines that the transaction is fair, reasonable and in GOGO's best interest at the time of such determination.
  - b. If the related party has a substantial financial interest, the board or authorized committee shall:
    - i. prior to entering into the transaction, consider alternative transactions to the extent available;

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<sup>3</sup> A **related party** is:

1. a director, officer or key person of GOGO or any affiliate of GOGO, or
2. a relative of any individual described in (1), or
3. an entity in which any individual described in (1) or (2) has an ownership or beneficial interest of 35% or more, or in the case of a partnership or professional Corporation, a direct or indirect ownership interest in excess of 5%.

<sup>4</sup> A transaction is not a related party transaction if:

1. the transaction, or the related party's financial interest in the transaction, is *de minimis*;
2. the transaction would not customarily be reviewed by the board or the boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or
3. the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that GOGO intends to benefit as part of the accomplishment of its mission (and that benefit is available to all similarly situated members of the same class on the same terms).

- ii. approve the transaction by a vote of not less than a majority of the directors present at the meeting; and
- iii. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

#### **VI. Minutes and Documentation**

The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

- a. the name of the interested party and the nature of the interest;
- b. the decision as to whether the interest presented a conflict of interest;
- c. any alternatives to a proposed contract or transaction considered by the board;
- d. whether any director abstained from voting on the proposed contract or transaction;
- e. whether any director left the meeting during the vote on the proposed contract or transaction; and
- f. if the transaction was approved, the basis for the approval.

#### **VII. Prohibited Acts**

GOGO shall not make a loan to any director or officer.



**Guitars over Guns**  
**Conflict of Interest Disclosure Statement**

By signing below, I affirm that:

1. I have received and read a copy of the Conflict of Interest and Compensation Policy;
2. I agree to comply with the policy;
3. I have no actual or potential conflicts as defined by the policy or if I have, I have previously disclosed them as required by the policy or am disclosing them below.

Disclose here, to the best of your knowledge:

1. any entity in which you participate (as a director, officer, employee, owner, or member) with which GOGO has a relationship;
2. any transaction in which GOGO is a participant as to which you might have a conflicting interest; and
3. any other situation which may pose a conflict of interest.

Name:

Position:

Signature:

Date:



## Board of Directors Confidentiality Policy

Except as required by applicable law, legal process or agreements to which the Corporation is a party, each Member, Director and Officer and his or her respective agents shall keep secret and confidential, and agrees to keep secret and confidential, all information acquired relating to the following (all such information being hereinafter referred to as "Confidential Business Information"): (a) the financial condition and other information relating to the business of the Corporation, including without limitation, its rates for services, its operations and contracts, and its business plans and arrangements; (b) the systems, products, plans, services, marketing sales, administration and management procedures, trade relations or practices, techniques and practices heretofore or hereafter acquired, developed and/or used by the Corporation; and (c) the Corporation's providers, clients, customers, donors, suppliers, vendors, lenders and independent contractors and the provisions and terms of any agreements or proposed agreements between the Corporation and any of such individual or entities; provided that Confidential Business Information shall not include information already publicly available. No Member, Director or Officer shall at any time disclose Confidential Business Information to any person, firm, corporation, association or other entity, or use the same in any manner other than in connection with the business and affairs of the Corporation.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_