CONFLICT OF INTEREST POLICY
From Personnel Policy- January 2026

A conflict of interest may arise when the personal interests of a director, officer, employee, or their close relative or the interests of any individual, group, or organization with whom they have a close personal or financial association, could be perceived as competing with, or compromising, the interests of the organization. A conflict of interest exists when such interests might influence, or reasonably appear to influence, a person's judgment or actions in a way that is not aligned with the best interests of the organization. This policy applies to all directors, officers, and employees, and is intended to safeguard the integrity and objectivity of decisions made on behalf of YES.

Directors, officers, and employees of the organization have a fiduciary duty to act with unwavering loyalty and integrity in all matters related to the organization. This duty requires them to manage the organization’s affairs with honesty, prudence, and in the best interests of the organization at all times. They are expected to exercise their responsibilities with the highest level of care, skill, and judgment, and to act in good faith in all transactions and decisions. Personal interests must never take precedence over the interests of the organization, and no one may use their position or access to confidential information for personal gain. YES’ interests must always come first in all professional actions and decisions.

Conflicts of interest may arise in the relationships that directors, officers, or employees have with third parties connected to the organization. These third parties may include but are not limited to:

- Vendors or service providers
- Individuals or companies leasing property or equipment to the organization
- Parties involved in the sale, purchase, or donation of real estate, securities, or other assets
- Competing organizations or those with similar missions
- Donors, sponsors, or other supporters of the organization
- Individuals or entities receiving grants or other forms of support from the organization
- Regulatory bodies, agencies, associations, or other entities that influence the organization’s operations
- Family members, friends, or other employees whose relationships could affect impartial decision-making

A material conflicting interest exists when a director, officer, or employee, either directly or indirectly, has a significant interest in any of the third parties outlined above. Such an interest may compromise, or appear to compromise, the individual's ability to act in the best interests of the organization.

Examples of material conflicting interests include, but are not limited to:

- Ownership Interests: Holding more than 5% of the stock, debt, or other financial interest in a third-party doing business with the organization
- Leadership or Employment Roles: Serving as an officer, board member, manager, or current/former employee of a third party engaged with the organization
- Compensation for Services: Receiving payment or other forms of compensation in connection with specific transactions involving the organization
- Misuse of Resources: Using the organization's time, personnel, equipment, supplies, or reputation for personal purposes or for activities not approved by the organization
- Personal Gifts or Loans: Accepting gifts or loans from third parties that do business with the organization
- Gifts of nominal value: Promotional items or small tokens of appreciation (generally under $50) may be accepted when refusal is discourteous
- Monetary gifts: Any amount must never be accepted

The examples of conflicting interests and relationships outlined above are not exhaustive. Conflicts may arise in other contexts or through different types of relationships. Board members, officers, and employees are expected to use sound judgment and apply these principles by analogy to identify potential conflicts in situations not specifically described.

The mere existence of a relationship or interest does not automatically constitute a conflict of interest. Not all potential conflicts are material, nor are all material conflicts necessarily detrimental to the organization. Whether a conflict exists, and if so, whether it is significant, depends on a full disclosure of all relevant facts and circumstances, and an assessment of whether the interest is likely to adversely affect YES' best interests.

Any interests described above must be disclosed promptly and, in all cases, before engaging in or finalizing any related transaction. It is the ongoing responsibility of all board members, officers, and employees to regularly review their transactions, outside business interests, and relationships for potential conflicts and to disclose them immediately. Individuals must also update their disclosures any time circumstances materially change.

Directors who identify a conflict must promptly notify the Board Chair. Employees should report any potential conflicts to the Senior Vice President/CFO/COO, who will assess whether a conflict exists and determine its materiality. If the conflict is deemed material, it will be reported to the CEO, who will then bring the matter to the Board or a designated committee for further review. If the conflict involves the Senior Vice President/CFO/COO or CEO, the report must be made directly to the Board Chair.

When a material conflict is identified, the Board will decide if the proposed transaction is just, fair, and reasonable to the organization. In making this determination, the Board's primary concern will be YES' welfare and the advancement of its mission. Any approval must be made by a majority vote of disinterested directors, with the conflicted individual recused from discussion and voting.

The minutes of the next Board or committee meeting will document that the conflict was disclosed, that the interested individual was absent during the discussion and decision, and that they did not participate in the vote. The minutes must also document the alternative options considered and the basis for determining the transaction was in the organization's best interest.

Transactions with related parties may only proceed if all the following conditions are met:

- The material transaction is fully disclosed in the organization's tax return
- The related party is excluded from any discussion or approval of the transaction
- A competitive bid process or an equivalent valuation method has been conducted
- The Board has reviewed the transaction and determined that it is in the best interest of YES

Additionally, all board members and employees are required to complete a certification annually, confirming their understanding of this policy and disclosing any known conflicts of interest. Completed certifications will be maintained as confidential records, except to the extent disclosure is required by law, funders, or auditors.

INITIAL AND ANNUAL CONFLICT CERTIFICATION
Board, Officers, and Staff

I have read and agree to abide by YES's Conflict-of-Interest Policy. I have received and reviewed YES's vendor and employee lists. To the best of my knowledge, I have no conflicts as described in this Policy.

________________________________ ______________

Signature Date

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Name (please print)

—OR—

I have read and agree to abide by YES's Conflict-of-Interest Policy. I have received and reviewed YES's vendor and employee lists. To the best of my knowledge, I have no conflicts as described in this Policy, except those noted below or on the attached paper.

________________________________ ______________

Signature Date

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Name (please print)