Conflict of Interest Statement and Disclosure Form

I have read Policy C5, Board Member's Code of Conduct. I attest that I am not engaged in any transaction or activity that may represent a competing or conflicting interest with that of the Moscow Food Co-op. I attest that I am not engaged in nor do I intend to be engaged in any activity that puts the Co-op in legal or financial jeopardy. I understand that if I am engaged in any transaction or activity that may represent a competing or conflicting interest or that puts the Co-op in legal or financial jeopardy, that I will not be eligible to run for the Board nor serve on the Board.

The Moscow Food Co-op Board has established these specific criteria for eligible board candidates. I certify that I fulfill all these requirements:

- I have paid all current Co-op membership dues,
- I have patronized the Co-op in the last year,
- I am not an employee of the Co-op, either part-time, full-time, or a substitute,
- I have no overriding conflicts of interest with the Co-op. An overriding conflict of interest includes but is not limited to the following:
    - I am not engaged in any activities that would put the Co-op in legal or financial jeopardy.
    - I am not engaged in an ongoing financial or legal dispute with the Co-op.
    - I do not have financial dependence on a Co-op competitor. (Competitors are defined as retail establishments with product lines similar to the Co-op's. Local collaborators who supply the Co-op with products or operate Growers' Market booths are eligible board candidates).
- I understand that any director who applies for employment at the Co-op must first resign from the Board.
- I understand and agree that any conflict of interest that arises after I sign this form will be immediately disclosed to the Elections and Nomination committee, and to the Board,
- I also understand and agree that I will not participate in final deliberation or vote on any matter before the Board in which I have, or may be perceived to have, a direct or indirect conflict of interest.

Alcohol-related & felony disclosures. Certain issues may be considered a conflict of interest because of how they may be viewed by the State of Idaho with respect to our beer and wine license:

- We can't appoint or elect anyone who has had a felony, or has a pending felony (of any kind) in the last <u>five</u> years OR certain alcohol-related misdemeanors, or has a pending misdemeanor in the last <u>three</u> years. These timelines include any efforts to complete requirements of such convictions, such as probation. A DUI misdemeanor is *not* a disqualifying crime, and we do *not* need to know about it; however, a felony DUI in the last five years <u>is</u> disqualifying.

- We need to know if a prospective Board member has had a business interest in or been on the Board of a business during a time in which its alcohol license was denied, suspended, or revoked. Whether it is a problem depends upon circumstances. If you have had a business interest in or served on the Board of a business during a time in which its alcohol license was denied, suspended, or revoked please indicate which business and date(s) below.

- Also, we need to inform the State if a Board member has an interest in another business, besides the Co-op, that has a license to sell alcohol. This information has no bearing on someone's ability to be a Board member; we just need to provide the information to the State.

I affirm that the following are all of my business, financial, and organizational interests that could be construed to be related to the mission, vision, values, or operations of Moscow Food Co-op. I understand that this information (but not the alcohol-related information) may be made available to owners:

Business Interests:

Financial Interests:

Organizational interests, affiliations, and/or positions held:

I understand that all membership information I have provided will be checked for accuracy.

I understand that upon handing in my application, a record search will be conducted to check for violations or pending cases that would jeopardize Co-op licenses/and or permits.

I understand that IF I am elected to the Board, I will be required to submit fingerprints as required by the State of Idaho for businesses licensed to sell beer and wine and specific fines, felonies, or misdemeanors may deny me the opportunity to be elected or hold position on the Board.

Applicant: Priscilla Schmidt

Signature: Priscilla Schmidt

Date: 1/11/23

Policy Type:	Board Process
Policy Title:	C5 – Directors' Code of Conduct
Last Revised:	February 1, 2022

We each commit ourselves to ethical, professional, and lawful conduct.

1. Every director is responsible at all times for acting in good faith, in a manner which they reasonably believe to be in the best interests of the Cooperative, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

2. Directors shall act in the interests of the entire Cooperative. *This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other Boards or staffs, and the personal interest of any director acting as an individual consumer or member.*

    a. Any conduct of private business or personal services between any director and the Cooperative shall be controlled to assure openness and preserve competitive opportunity.
    b. At a new director's first board meeting, they shall complete the "Conflict of Interest Disclosure" form, sign the Statement of Agreement, and verbally report to the whole board any potential conflicts.
    c. Any subsequent potential conflicts shall be reported to the whole board immediately.
    d. When the Board is to decide on an issue about which a director has an unavoidable conflict of interest, that director shall abstain from the conversation and the vote.
    e. A director who applies for employment at the Cooperative must first resign from the Board.

3. Directors may not attempt to exercise individual authority over the organization when interacting with the GM or employees.

4. When interacting with the public, the press, or other entities, directors must recognize the inability of any director to speak for the Board except to repeat explicitly stated Board decisions.

5. Directors shall maintain confidentiality as to issues that come before the Board in Executive Session.

6. Directors shall continue to maintain confidentiality as to those issues after leaving Board service.

7. Directors shall participate fully in Board meetings and trainings.

8. Directors shall support the Board's decisions on all matters that come before it, irrespective of their personal positions on such issues.
9. Any director who does not follow the code of conduct policy can be removed from the Board by a majority plus one vote of the seated Board.

** Statement of Agreement*

As a Co-op director, I agree to abide by this Statement of Agreement. I agree that if, in the opinion of the majority plus one of Co-op directors, I have violated the letter or spirit of this agreement, I shall resign my position on the Board immediately and shall not seek to cause disruptions to the Co-op Board for that action. I agree that if I have resigned for Code of Conduct violations, I will not seek to serve, or serve, on the Co-op Board for five years from the date of the resignation. The choice to not sign will result in immediate removal from the Board of Directors.

Priscilla Schmidt 1/11/23

Signature *Date*

Priscilla Schmidt

Printed Name