



DRAFT public arts commission Conflict of Interest Policy

1. The purpose of the Conflict of Interest Policy
 - a. The purpose of the conflict of interest policy is to protect public arts commission's interests when it is considering entering into a transaction or arrangement that might benefit the private interest of an Agent, Director, Officer, Member, Employee, public arts commission or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and social welfare organizations.
2. Names
 - a. This document is known as public arts commission Conflict of Interest Policy and may henceforth appear as the Conflict of Interest Policy.
3. Definitions
 - a. Interested person:
 - i. Any Agent, Director, Officer, Employee, Member or member of a committee with Member and Director delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. Financial interest:
 - i. A person has a financial interest if the person has, directly or indirectly, through business, investment or family:
 1. An ownership or investment interest in any entity with which public arts commission has a transaction or arrangement;
 2. A compensation arrangement with public arts commission or with any entity or individual with which the organization has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which public arts commission is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily conflict of interest.
 - ii. Under section 2.i. of the public arts commission Bylaws, a person who has a financial interest may have a conflict of interest only if a majority quorum of Shareholders or the appropriate Committee or the Board decides that a conflict of interest exists.
4. Procedures
 - a. Duty to disclose
 - i. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of Committees with

- governing Directors delegated powers considering the proposed transaction or arrangement.
 - ii. Determining whether a conflict of interest exists after disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Directors or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.
 - b. Procedures for addressing the conflict of interest
 - i. An interested person may make a presentation at the governing Directors or Board of Committee meeting, but after the presentation, s/he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing Directors or Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing Directors or Committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Directors or Committee shall determine by a majority vote of a quorum of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement
- 5. Instructions for form 1023 -25- 4.
 - a. Violations of the conflicts of interest policy
 - i. If the governing Directors or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Directors or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- 6. Records of proceedings
 - a. The minutes of the governing Director all Committees with Member or Director delegated powers shall contain:
 - i. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Director Board's or Committee's decision as to whether a conflict of interest in fact existed.

- ii. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

7. Compensation

- a. No voting member of the governing Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from public arts commission, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8. Annual Statements

- a. Each director, principal officer and member of a Committee with governing Director delegated powers shall annually sign a statement which affirms such person:
 - i. Has received a copy of the conflicts of interest policy,
 - ii. Has read and understands the policy,
 - iii. Has agreed to comply with the policy, and
 - iv. Understands public arts commission is a social welfare organization under section 501(c)(4) of the I.R.S. and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax exempt purposes.

9. Periodic Reviews

- a. To ensure public arts commission operates in a manner consistent with social welfare purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - i. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to public arts commission's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

10. Use of Outside Experts

- a. When conducting the periodic reviews as provided for in Article VII, public arts commission may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Directors of their responsibility for ensuring periodic reviews are conducted.

11. Potential conflicts of interest for article submissions

- a. The quality of articles published by public arts commission is fundamental to the journal. To protect the quality of articles published by public arts commission, the conflict of interest policy will set rules and guidelines for accepting, editing and publishing articles.
 - i. Submission by a contributor
 - 1. Contributors must declare any potential conflicts of interest in submitting an article to public arts commission upon submission to the relevant public arts commission editing staff.

- a. A potential conflict of interest does not necessarily disqualify an article from publication by public arts commission.
 2. Potential conflicts of interest:
 - a. The article was published by a different publication.
 - b. The subject of the article includes, directly or indirectly, an exhibition, work¹, business, investment and/or financial interest of the author.
 - c. The article is sponsored by an organization that has, directly or indirectly, an exhibition, work, business, investment and/or financial interest in the subject of the article.
 - ii. Submission by an editor
 1. An article submitted by an editor not from public arts commission will be handled by one of the other editors who is not at the same institution as the submitting editor. The other editor will select referees and make all decisions on the paper. The decision process will be handled in such a way that the submitting editor does not have access to information or correspondence relating to the submission that is not meant for authors.
 - iii. Submission by author at same institution as one of the editors
 1. An article submitted by an author who is at the same institution as one of the editors will be handled by one of the other editors who is not at that institution. The other editor will select referees and make all decisions on the paper.
 - iv. Submission by a family member of an editor or by the author whose relationship with an editor might create the perception of bias
 1. An article submitted by a family member of one of the editors or by an author whose relationship with one of the editors might create the perception of bias (e.g. in terms of close friendship, romantic relationship or conflict/rivalry), will be handled by another editor. The other editor will select referees and make all decisions on the paper. If in doubt, the editors will consult with one another.
12. Potential conflicts of interest for editors and/or visiting editors
 - a. The invitation letter to editors and/or visiting editors includes the following paragraph:
 - i. If you feel there is any potential conflict of interest in your editing and review of this article because of your relationship with the author or for any other reason, please declare it. By accepting this invitation, it is assumed there is no potential conflict of interest. Standard policy is not to use an editor and/or reviewer if a conflict of interest has been declared, but the editors may use their discretion after consulting with one another.
13. General policy
 - a. If any of the editors feel that there is likely a perception of a conflict of interest in relation to their handling of a submission, they will declare it to the other editors. Standard policy

¹ Does not include artist projects, which present the artist's work as the original.

in such a case is for one of the other editors to handle the submission (in the same way as described above) but the editors may use their discretion.

14. Sources of funding

- a. On acceptance, authors will be asked to provide a statement declaring all sources of funding relating to their paper, and the statement will be printed on the title page or at the end of their paper.

15. Certification of the Conflict of Interest Policy

- a. The undersigned certify that they are the acting Founder of public arts commission, a Minnesota nonprofit social welfare corporation; that this Conflict of Interest Policy, consisting of 5 pages, is the Conflict of Interest Policy of the public arts commission Corporation as adopted by the Directors on 28 June 2017; and that this Conflict of Interest Policy has not been amended or modified since that date.
- b. Executed 28 June 2017 in Minnesota.



stephen garrett dewyer
Founder of public arts commission