

The Association for Strategic Planning's Statement of Standards

The following statement of standards and conflict of interest policy applies to the Association for Strategic Planning (hereafter referred to as the Association), its chapters, committees with the authority to represent the board and carry out its authority (hereafter referred to as committees), and any group created by the board to carry out its policies and initiatives.

Preamble:

We are the only U.S. not-for-profit professional association dedicated to advancing thought and practice in strategy development and deployment for business, non-profit and government organizations. The Association provides opportunities to explore cutting-edge strategic planning principles and practices that enhance organizational success and advance members' and organizations' knowledge, capability, capacity for innovation, and professionalism.

Our diverse membership reflects a broad range of industries. Our members include organizational leaders in the business, government and nonprofit sectors; strategy practitioners and consultants; and academics.

Our mission is to help people and organizations succeed through improved strategic thinking, planning and action. We have the vision to be recognized as the pre-eminent professional association for those engaged in strategic thinking, planning and action.

To achieve our vision and mission and guard the Association's integrity, it is imperative that the board as a whole and board and committee members and chapter leaders individually continuously conduct themselves in a transparent and ethical manner that will ensure trust and confidence among our members and across our profession.

Statement of Board Standards:

As individual board members and chapter leaders, we understand our fiduciary responsibilities and our obligation to help the organization achieve its vision and mission; we commit ourselves to the following standards:

1. To act in the best interest of the Association. Board and committee members and chapter leaders must subordinate personal, individual business, third-party, and other interests to the welfare and interests of the Association;
2. To act honestly and in good faith and to use our best judgment;
3. To disclose to the board any potential business opportunity the Association may have an interest in before seeking to personally engage in that opportunity.
4. To maintain the confidentiality of the Association's information that is not of public record;
5. Understand the duties and responsibilities of board members and comply with the Association's bylaws and Articles of Incorporation;
6. To remain informed of significant board, committee and chapter matters related to their responsibilities;
7. To regularly attend scheduled board, committee and chapter meetings ;
8. To only act in an official capacity during board meetings and when specifically empowered by the board to do so;
9. To fully disclose to the full board any actual, potential, or perceived conflict of interest as defined in the Association's Conflict of Interest Policy.

ASP Conflict of Interest Policy¹

For ASP Directors, Officers, Chapter Leaders and Committee Members with Board Delegated Powers

Article I PURPOSE

The purpose of the Conflict of Interest Policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement as described in Article 5 of the Association's bylaws that might benefit the private interest of an officer or director of the Association, committee member, or a chapter leader. This policy is intended to supplement but not replace any California laws governing conflicts of interest applicable to nonprofit corporations or Article 5 of the Association's bylaws.

Article II DEFINITIONS

1. Board. The Board of Directors of the Association for Strategic Planning.
2. Conflict of Interest. When the personal or professional concerns of a board member or a staff member affect his or her ability to put the welfare of the Association before personal benefit.
3. Interested Person. Any director, officer, chapter leader, or member of a committee, who has a direct or indirect financial interest, as defined below, is an interested person.
4. Financial Interest. A person has a financial interest if they have, directly or indirectly, through business, investment, or family:
 - a. an ownership or investment interest in any entity with which the Association has a transaction or arrangement, or which could be materially impacted by actions of the Association, or
 - b. a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement, or
 - c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement, or which could be materially impacted by actions of the Association,

Note: A financial interest is not necessarily a conflict of interest. Under Article III, Section two (2), a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

5. Compensation. Includes direct and indirect remuneration as well as gifts or favors exceeding \$25.00.
6. Independent Director/Committee Member/Chapter Leader -- A director, committee member, or chapter leader shall be considered "independent" for the purposes of this policy if he or she...
 - a. is not providing, and has not provided for at least three years, contract services to the Association or any entity in which the Association has a financial interest;
 - b. does not directly or indirectly have a significant business relationship with the Association, which might affect independence in decision-making;
 - c. does not have an immediate family member providing contract services to the Association or who holds a position that has a significant financial relationship with the Association.

¹ This policy is based on the IRS model Conflict of Interest Policy.

Article III
PROCEDURES

1. Duty to Disclose. 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 board delegated powers considering the proposed transaction or arrangement.
2. 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 board 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.
3. Procedures for Addressing the Conflict of Interest if Deemed Necessary
 - a. Once a conflict of interest has been identified, an interested person may make a presentation at the board or committee meeting. After the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that may result in the conflict of interest.
 - b. The board president or committee chair shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the board or committee shall determine whether the Association can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement is in the Association's best interest and for its own benefit and whether it is fair and reasonable to the Association and shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy
 - a. If the board 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.
 - b. If, after hearing the response of the member and making further investigation as may be warranted, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall refer the matter to the Association board which may take appropriate disciplinary and corrective action in accordance with the Association's bylaws.

Article IV
RECORDS OF PROCEEDINGS

1. The minutes of the board and all committee with board-delegated powers shall contain:
 - a. the names of the persons who disclosed or 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 board's or committee's decision as to whether a conflict of interest existed; and
 - b. The names of the persons 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.

Article V
COMPENSATION

1. Directors shall serve without compensation, although they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4 of Article 5 of the Association bylaws.
2. Directors may be compensated for rendering services to the corporation in any capacity other than director only if such other compensation is reasonable, allowable and has been authorized under the provisions of Section 5 of ~~this~~ Article 5 of the Association's bylaws and Articles II and III of this policy.
3. A voting member of any committee whose jurisdiction includes compensation matters is precluded from voting on matters pertaining to that member's compensation from the Association

Article VI
ANNUAL STATEMENTS

1. Each director, officer and member of a committee with board delegated powers shall annually sign a statement affirming the person:
 - a. has received a copy of the conflicts of interest policy,
 - b. has read and understands the policy,
 - c. has agreed to comply with the policy, and
 - d. understands the Association is a mutual benefit nonprofit organization whose purpose is to help people and organizations succeed through improved strategic thinking, planning, and action; and that to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
PERIODIC REVIEWS

1. Periodic reviews shall be conducted to ensure the Association operates in a manner consistent with its tax exempt purposes and that it does not engage in activities that could jeopardize its federal income tax status. The periodic reviews shall, at a minimum, include the following:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arms length bargaining.
 - b. Whether partnerships, joint ventures arrangements, and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Association's purposes as a mutual benefit organization and do not result in excessive compensation or benefit, or impermissible personal benefit.

Article VIII
USE OF OUTSIDE EXPERTS

The Association may use outside advisors to assist in conducting the periodic reviews provided for in Article VII. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.