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Statement of Policy

It is the policy of the Land Trust Accreditation Commission, an independent program of the Land Trust Alliance (Alliance), to manage real or perceived conflicts of interest in a manner that protects the integrity and reputation of the accreditation program, the Commission and related parties. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest that are applicable to nonprofit and charitable corporations.

Introduction

The Commission is committed to objective, fair and consistent accreditation decisions. It is also committed to the avoidance of real or perceived improprieties in the day-to-day operations of the Commission.

The Commission recognizes that real or perceived conflicts of interest sometimes exist and that the appearance or potential of conflict must be avoided whenever possible. Individuals involved in land trust accreditation are experts and leaders by virtue of having broad interests, multiple affiliations and positions of responsibility within the land conservation community. However, these interests and affiliations must not be a barrier to enforcing the principles of objectivity, fairness and consistency in the accreditation process or to conducting the affairs of the nonprofit corporation in a legal and ethically sound manner.

This document describes conditions that might constitute real or perceived conflicts of interest and identifies the procedures the Commission will follow to disclose and manage and/or avoid these conflicts.

Definitions

Potentially Conflicted Parties

This policy applies to the following: i) all current Commission members, staff, contract and volunteer reviewers and all former Commission members, staff, contract and volunteer reviewers for one year after their service terminates (herein after Potential Reviewers), ii) Alliance staff, board members, and consultants that assist the Commission in fulfilling its responsibilities; iii.) substantial contributors to the Commission, iv.) any other individual working on behalf of the Commission who has an ability to influence decisions or has access to confidential information not available to the general public, and v.) parties related to the above (including spouses, domestic partners, siblings, spouses of siblings, ancestors, children, grandchildren, great-grandchildren and spouses of children, grandchildren and great-grandchildren).

Conflict of Interest

Conflicts of interest can exist whenever an individual's personal, professional, financial, or other interests compete with those of the Commission or whenever past experiences, current beliefs, biases, relationships or financial interests affect an individual's ability to make objective, fair and consistent decisions.

Direct Accreditation Support

Direct accreditation support includes services designed to help individual land trusts plan and prepare specifically for accreditation. Direct accreditation support may include, but is not limited to, the following:

- Assisting a land trust with an assessment of readiness for accreditation (general assessments against *Land Trust Standards and Practices* are not direct accreditation support but any emphasis on the accreditation indicator practices would be);
- Participating in the development of a land trust's specific implementation plans for how to prepare for accreditation (general strategic planning is not direct accreditation support);
- Providing organizational support to coach an organization through the accreditation process;
- Providing assistance beyond what is publicly available with the drafting of policies or procedures that will likely be submitted as part of an accreditation application;
- Serving on a team that is preparing the actual application;

- Serving as a legal advisor for any step in the accreditation process; or
- Otherwise consulting or providing direct services to assist a potential applicant in the preparation and/or application for accreditation.

Potential Reviewers

Potential Reviewers refers to all current Commission members, staff, contract and volunteer reviewers and all former Commission members, staff, contract and volunteer reviewers for one year after their service terminates who may review or have reviewed applications for accreditation, project files, field data and other information relative to an applicant for accreditation.

Proximity of Interest

A real or perceived conflict may occur when a Potential Reviewer works or resides in close proximity to an applicant or accredited organization, or when a Potential Reviewer's professional interests bring the individual in close contact with land conservation organizations operating in a particular field or fields in such a way that the individual would not be able to participate in accreditation decisions in a fair or unbiased manner.

Substantial Contributor

For the purposes of this policy, substantial contributor is defined as a person making an individual contribution of \$5,000 or greater in support of the Commission, as well a Potential Reviewer who makes an individual contribution of \$1,000 or greater to an applicant or accredited land trust. Potential Reviewers who contribute above this amount must disclose their status as substantial contributors in any interaction with or relating to the Commission. Potential Reviewers who contribute below this amount may also feel that their contributions are substantial within the context of the organizations they are giving to and may disclose accordingly.

Potential Conflicts of Interest

The following section is intended to help potentially conflicted parties determine if a conflict exists. The examples are not exhaustive, and are provided here for guidance.

Conflicts of interest may exist if an individual has one or more of the following relationships with an applicant or an accredited organization.

- Is a current employee, consultant, board member, substantial contributor or volunteer.
- Is a former employee, consultant, board member, substantial contributor or volunteer (within the past five years).
- Expects or is seeking to be an employee, consultant, board member, substantial contributor or volunteer (within the next two years).
- Has a relationship with an applicant or accredited organization by virtue of proximity of interest. (For example, if accreditation applicant is in Commission member's home town, or applicant is part of a working forest partnership involving a Commission member.)
- Has a close personal relationship with the applicant or accredited organization or its staff, consultants, board members or donors.
- Is involved in an organization that may compete with the applicant or accredited organization (such as competing for projects or donors).
- Has any other reason that would prevent the individual from rendering an unbiased decision or would cause the individual to be fairly perceived as potentially biased.

Conflicts of interest may also exist if any individual's personal financial interests can or will be influenced by decisions made by the Commission. A financial interest may be an ownership or investment interest in, or a compensation arrangement with, an entity with which the Commission engages in business transactions (outside of accreditation decisions).

Disclosing Conflicts of Interest

Applicants for Accreditation

Each applicant must disclose in its pre-application if it believes there is a potential conflict of interest with any current or immediate past member of the Commission and/or Commission staff.

Review Team

Any Potential Reviewer who believes that participation on a review team or discussion of an applicant or accredited land trust may constitute a real or perceived conflict of interest should immediately inform the Commission executive director or chair of the concerns in writing. Individuals who have a question regarding whether a set of facts may constitute a real or perceived conflict of interest on behalf of themselves or others should bring the matter promptly to the attention of the Commission executive director or chair. The Commission executive director and chair shall discuss these concerns and, if necessary, ask for a vote of the Commission on the potential conflict.

Disclosure

Potential Reviewers will annually disclose to the executive director any financial or other relationships that might pose a conflict of interest, as well as a list of organizations for which the individual has a conflict of interest or may be perceived to have a conflict of interest, so that the individual will not be assigned to participate in any accreditation reviews relating to the listed organizations. These lists will be maintained by the executive director and shared with the Commission chair as needed. Annual disclosure lists should be drawn broadly enough to include all organizations posing actual or potential conflicts of interests but narrowly enough to avoid imposing undue burdens on other Commission members and staff.

In addition, Potential Reviewers who provide consulting services permitted by this policy to land trusts shall have their client(s) sign a statement indicating that the potential conflict has been disclosed. The Commission will provide a standard disclosure statement.

Restraint on Participation and Documentation of Action

Conflicted parties shall not participate in the accreditation review or Commission decision in any way except to provide information regarding the nature of the conflict or to manage administrative tasks associated with the application. The individual shall not participate in Commission discussions and will leave the room or terminate the telephone connection. The individual shall not make recommendations for or against the matter under consideration and shall not vote. The following procedures will be followed to aid in the implementation of this policy.

1. As applicants are reviewed for accreditation action(s), the chair will ask anyone with a conflict of interest on that applicant to leave the room for the discussion and vote on that applicant. This action will be recorded in the minutes including the name of the potentially conflicted party, and that the person recused herself/himself from the discussion, and was not present during voting on the matter.
2. In limited circumstances, a commissioner may determine that he/she is uncomfortable voting on a particular accreditation decision even though an actual or perceived conflict of interest does not exist and the commissioner has no influence on the applicant. In these situations the commissioner may abstain from the vote rather than be recused from deliberation and discussion. These circumstances may include business or personal relationships with the land trust that existed more than five years ago, a remote connection to the land trust via an employer or client that does not present a conflict of interest, geographic proximity that does not present the perception of bias or other reasons disclosed at the beginning of the discussion on the applicant. The ability to abstain from a vote should never be used as a way to avoid disclosure under the conflict of interest policy and recusal from discussion and voting. (Individuals recused from applications presented on the consent agenda will be so noted in the minutes but may remain present for the vote.)
3. All recusals and abstentions will be made part of the formal record of the vote.
4. If any other Commission agenda item has the potential for a conflict of interest, the potentially conflicted party shall disclose the potential conflict and the chair will determine if the individual must be recused from discussion and voting. If an action of the Commission is required to make a determination of a conflict of interest, the potentially conflicted party will be asked to leave the meeting during the deliberations. Meeting minutes will record the disclosure of the potential conflict and any action taken to manage the potential conflict.

Notwithstanding the above, if a commissioner who would otherwise have a conflict of interest believes that an action of the Commission on a particular application would jeopardize the integrity of the land trust accreditation program, this concern may be disclosed to the chair. In response, the chair may direct the accreditation review team to gather additional data relative to the applicant. Such data will be reviewed in an objective and fair manner.

Managing Applications from Organizations Directly Represented on the Commission

General Guidelines

Potential Reviewers who serve as a staff or board member of an organization applying for first-time accreditation shall not serve as part of the team that prepares the application for the organization or otherwise provide direct accreditation support to the organization.

Notwithstanding the prohibition on direct accreditation support, a Potential Reviewer who serves in a leadership role in his/her organization and who has responsibility for workplanning, resource allocation and/or budgeting (such as commissioners who are executive directors, department heads or board chairs) may participate in the land trust's preparation for first-time accreditation in a manner that does not provide the relevant organization with an unfair advantage in preparation of its first-time accreditation application. Examples of activities in which the Potential Reviewer may participate include:

- Participation in general assessments against Land Trust Standards and Practices, but not in an assessment that emphasizes the indicator practices;
- Establishing the organization's accreditation team and ensuring that the team has sufficient resources to complete its work; and

- Monitoring the accreditation team's work hours and expenditures against work plans and budgets.

Potential Reviewers who serve as a staff or board member of an organization applying for renewal of accreditation are not prohibited from providing direct accreditation support, provided the confidentiality requirements in the paragraph below are met.

Conflict Management

The Commission shall manage the conflicts described above as follows:

- The conflicted party must recuse himself/herself from any Commission action relative to his/her organization's application.
- The conflicted party shall not communicate directly with Commission representatives or staff about his/her organization's application; all information must be directed through the organization's accreditation contact. Likewise, any communication from the Commission must be through the accreditation contact.
- The conflicted party shall not examine materials provided to other commissioners about the application. Commission staff may, at its discretion or at the specific request of a commissioner, exclude applicant reports from the meeting materials of conflicted commissioners.
- Once an accreditation decision has been made, a party that is recused from an accreditation discussion will be informed of the Commission's decision before that party is called back in to the room; as with all Commission decisions this information is confidential and may not be transmitted by the conflicted party to the applicant.
- The Commission will follow all of its established policies and procedures for any such application.

Prohibitions

- The Commission shall not provide compensation for services to any member of the Commission. However, reasonable travel expenses and other expenses incurred in the direct performance of Commission duties may be paid by the Commission.
- The Commission shall only approve financial transactions with potentially conflicted parties if it determines that the transaction is in the best interest of the Commission, that the transaction is more advantageous to the Commission than pursuing an arrangement with a party that is not conflicted, finds that the transaction will not result in private inurement or impermissible private benefit, and follows the procedures described in this policy.
- Individuals associated with the Commission shall not deliberately use their association with the Commission to advance their personal financial interests. Advertising current or prior status as a commissioner or staff member as a reason for being hired or retained is prohibited; listing of status on a resume as historical fact is permissible.
- Potentially conflicted parties are prohibited from lobbying for a particular applicant or discussing the merits of a particular applicant with commissioners or staff.
- Potentially conflicted parties shall not provide any organization with any assurance that the Commission will accredit the organization, as the final decision on accreditation rests with the Commission as a whole.
- Potentially conflicted parties shall not provide any party with an advantage in the accreditation process by providing information about the Commission's policies, procedures or evaluation and review processes that is not publicly available.
- Potential Reviewers shall not provide direct accreditation support to any current or potential applicant, except as noted above. (A potential applicant is any organization likely to apply for accreditation or renewal of accreditation in the near future. It is not limited to organizations that are registered to apply.) Additional guidance on acceptable and prohibited activities may periodically be established by the Commission and provided to commissioners but also include those activities identified below as "Acceptable Activities."
- In providing assistance other than direct accreditation support, Potential Reviewers may not provide written materials or sample documents that are intended to serve as "model" documents unless approved or published by the Commission.
- Any individual who wishes to engage in an activity neither clearly permitted nor clearly prohibited may disclose the proposed activity to the Commission Chair for consideration and approval or disapproval by the Executive Committee or Commission, providing at least 45 days for such consideration before the proposed activity is to commence.

Acceptable Activities

Potential Reviewers may engage in the following activities, subject to the terms of the confidentiality policy and any additional guidance provided by the Commission.

- Speaking at the National Land Conservation Conference (Rally), Alliance regional conferences and other venues to which land trusts and others receive an open invitation.
- Meeting with land trusts and other groups to explain or promote the accreditation program.
- Serving as an expert commentator on The Learning Center.
- Participating in the land trust listserv and similar vehicles for open communication.
- Writing for public distribution (except as limited above regarding model documents).

- Consulting or assisting land trusts in tasks that are not “direct accreditation support.”
- Engaging in legal or other consulting work for land trusts unrelated and unconnected to accreditation.
- Providing general land trusts assessments that do not focus on the accreditation indicator practices.
- Assisting land trusts with strategic plans that are not specifically focused on accreditation preparedness.

Breaches of Policy

Any person who believes that an individual has breached this policy may report the facts to the Commission as part of the Commission’s process to receive and address public complaints.

Individuals the Commission has determined to have failed to comply with these policies and procedures deliberately or recklessly may be required to terminate their affiliation with the Commission.

Periodic Review

The Commission commits to periodic monitoring and review of this policy to ensure that it is operating in a manner that fosters objective, fair and consistent accreditation decisions, maintains the integrity of the Commission and does not jeopardize its tax-exempt status.

*Approved by the Land Trust Accreditation Commission
and Land Trust Alliance Board of Directors*

October 2006

Minor Amendment Approved by the Land Trust Accreditation Commission

August 2008

Minor Amendment Approved by the Land Trust Accreditation Commission

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