

**THE ATLANTA BOTANICAL GARDEN, INC.  
POLICY ON CONFLICT OF INTEREST**

**STATEMENT OF PURPOSE**

The Atlanta Botanical Garden, Inc. (the "Garden") aspires to achieve the highest levels of professional excellence and service to the public in accomplishing its mission and goals. As a not-for-profit organization, the Garden is operated exclusively for charitable and educational purposes, and it must operate with the highest ethical standards. The purpose of this conflict of interest policy is to protect the Garden's interest when it is contemplating entering into a transaction or arrangement that might benefit (or appear to benefit) the private interest of a Trustee, Officer or Employee of the Garden.

Each Trustee, Officer and Employee has the fiduciary responsibility to conduct business affairs in a manner consistent with the principle that each decision must be made in the best interests of the Garden. As such, individuals must avoid conflicts of interest or even the appearance of conflicts of interest in discharging their responsibilities. This policy is intended to supplement, but not to replace, any applicable state law governing conflicts of interest applicable to not-for-profit and charitable corporations.

**STATEMENT OF CONFLICT OF INTEREST**

A conflict of interest may arise in any situation where a person, having official responsibilities for the Garden, is empowered to make a decision and/or take an action on behalf of the Garden and who, as a result of that power, can benefit personally, directly or indirectly either in fact, or in appearance, from said decision or action. A conflict also exists where a Trustee, Officer or Employee (or family member of such person) enters into a transaction or arrangement with the Garden in which such person (or family member of such person) may realize a personal benefit from such transaction or arrangement.

Conflicts of interest could include, but are not limited to:

- Investments or outside interests in any individual or organization which supplies to or purchases from the Garden.
- Outside employment, such as practicing a profession, acting as a consultant of a business enterprise which supplies to or purchases from the Garden.
- Use of proprietary information of the Garden for personal gain or in discharging any responsibilities for either personal gain or in a volunteer capacity.
- Personal benefits exceeding \$100 in value, including gifts, favors, services or hospitality, either solicited or accepted from any organization or individual which supplies to or purchases from the Garden.
- Appropriating for personal gain a business opportunity which may be of interest to the Garden where knowledge of such opportunity is obtained in the course of the individual fulfilling his/her responsibilities.

## **IMPLEMENTATION**

When a conflict or potential conflict of interest arises, the Trustee, Officer or Employee involved must disclose that conflict – Trustees and Officers must disclose to the Chairman of the Board; Employees must disclose to the Executive Director, following which the Executive Director shall disclose the conflict to the Chairman of the Board. In either case, the Chairman of the Board shall, as soon as reasonably possible, investigate the matter and report all material facts to the Garden's Executive Committee and/or members of committees with Board-delegated powers to consider the proposed transaction or arrangement involving the conflict. Before the Garden may proceed with the transaction or arrangement, such committee must make an affirmative determination that the transaction or arrangement is in the best interest of the Garden. A written record of such determination shall be kept with the Garden's corporate records.

Each Trustee, Officer and Employee shall annually sign a statement in form and substance satisfactory to the Garden's Executive Committee confirming that such person: is aware of the Garden's conflict of interest policy; has read and understands the policy; and has agreed to comply with the policy. Individuals involved in a conflict or potential conflict of interest are expected to refrain from exercising any authority or influence in connection with that issue.