

UNIVERSITY OF WYOMING BOARD OF TRUSTEES
CONFLICT OF INTEREST POLICY
Adopted September 17, 2010

Purpose

The Constitution and Statutes of the State of Wyoming charge the Board of Trustees with responsibility for the governance of the University. In carrying out this constitutionally conferred public trust, each member of the Board must be accountable in the areas of financial disclosure, gifts, expenses, and conflicts of interest.

Trustees bring varied backgrounds and expertise to their position. They also have a wide range of business, professional and personal associations and relationships. To assure the people of the State of Wyoming and the University's many constituents of the integrity of the Board, Trustees should avoid any situation which could compromise or reasonably appear to compromise the integrity or effectiveness of the Board, keeping the welfare of the entire University at all times paramount. Trustees should not use the authority, title, or prestige of their office to solicit or otherwise obtain private financial, social or political benefit that in any manner is inconsistent with the public interest. In serving the people of Wyoming, Trustees shall adhere to the highest ethical standards.

This policy is intended to supplement and not replace applicable state and federal laws governing conflicts of interest applicable to the Board of Trustees.

Actual and Apparent Conflicts of Interest

An actual or apparent conflict of interest exists whenever a member of the Board, because of his or her outside business, professional or personal interest is in a position to affect, or gain from, the outcome of any transaction with the university; or whenever his or her primary commitment to serving the public interest is otherwise compromised.

When it is determined that a Board member has an actual or apparent conflict of interest in a matter before the Board, that Board member shall be excluded from voting on the matter and shall not participate in or attend Board discussion of the matter. However, if the Board determines that it would significantly serve the interests of the Board to have the conflicted Board member explain the issue or answer questions, the Board, if legally free to do so, may consider whether to invite the Board member for that limited purpose; provided, however, that such participation is subject to such conditions that may be imposed by the board so that both the propriety and appearance of propriety are preserved.

Presumed Financial Conflicts of Interest

For purposes of this policy, a conflict of interest is presumed to arise when the University has or is considering a transaction or other business relationship with a Trustee or a Trustee's family member (defined to include a spouse, child or household member) or with an outside entity in which the Trustee or family member has a material financial interest. A financial interest is presumed to be material if it entails:

- Any ownership or investment interest (including stock, options, a partnership interest or any other ownership or investment interest) valued at more than \$10,000 except equity in a publicly traded company amounting to less than a 5 percent ownership interest in the company;
- Receipt of non-dividend compensation (including salary, consulting fees, royalty payments or other remuneration) of more than \$10,000 in any 12-month period in the past three years, or the expectation of such compensation in the future;
- Real property, personal property, intellectual property or any other interest valued at \$10,000 or more;
- A position of real or apparent authority in an outside entity, such as director, officer, trustee, or partner.

A Trustee is not deemed to have a material financial interest in a publicly traded entity by reason of an investment in that entity by another publicly traded entity, such as through a mutual fund, of which the Trustee does not control investment decisions. A conflict of interest may also arise when a Trustee or family member has or is considering an investment in an entity, such as a fund or partnership, that is not publicly traded and in which the University has or is considering an investment. Because such parallel investments may create at least an appearance that the Trustee is benefiting from the University's participation in the entity, Trustees should promptly disclose to the Board any material financial interest in any such entity in which the Trustee otherwise knows the University has or is considering an investment.

Disclosure of Financial Interests

A Trustee who has a known material financial interest in a pending or proposed transaction or business arrangement involving the University shall promptly disclose to the Board the existence of the interest and other material information that the Trustee may have regarding the transaction or arrangement. In addition, each Trustee shall annually sign and submit to the secretary of the University a statement disclosing all material financial interests, known to the Trustee, of the Trustee or a family member, in any outside entity with which the trustee knows the University has or is considering a transaction or other business relationship, or affirming that the Trustee knows of no such interests.

The University is a large, complex and diverse institution which has financial relationships and dealings with countless individuals, businesses and other entities. In the ordinary course of fulfilling their responsibilities, Trustees will not be aware of all the transactions and business dealings of the University. Consequently, this conflict of interest policy applies only to transactions and business dealings of which the Trustee is actually aware.

Determination Whether Financial Conflict of Interest Exists

The board secretary shall review annual disclosure statements to determine whether a material financial interest has been disclosed. When a material financial interest has been disclosed, either in the annual disclosure statement or otherwise, the secretary shall promptly submit to the chair of the Board's Fiscal and Legal Affairs Committee (FLAC) or, if the interests involve the chair of the (FLAC) another member of such Committee, such disclosure forms together with any additional information about the current or proposed transaction or business relationship that may give rise to a conflict of interest that the secretary in consultation with the

FLAC believes may be informative.

Unless the Trustee elects recusal, the FLAC shall review the matter and preliminarily determine whether there is a conflict of interest. If the interests being reviewed involve a member of the FLAC, the member shall not participate in or be present during the committee's consideration of the matter except as requested by the Committee to answer questions or provide information. The FLAC may review such information as it deems pertinent, including posing questions to the interested trustee involved. If the FLAC preliminarily determines that there is a conflict of interest, it shall so advise the interested Trustee, who shall have an opportunity to address the matter with the FLAC. If the FLAC or the Trustee involved believes that to do so is indicated, the matter may be referred to the Board.

If a conflict of interest determination is referred to the Board, either following review by the FLAC or if disclosure is made in the first instance to the Board (for example, where a Trustee becomes aware of a possible conflict of interest during or just before a meeting of the Board), unless the Trustee elects recusal, the Board shall decide whether a conflict of interest exists. The Board may question the interested Trustee, and the Trustee shall have an opportunity to address to the Board whether there is a conflict. The interested Trustee shall leave the Board meeting while the disinterested members of the Board determine, by majority vote, whether the financial interest gives rise to a conflict of interest. If it is determined that no conflict of interest exists, the interested trustee may rejoin the meeting and participate fully in the discussion of and vote on the proposed transaction or arrangement.

Consideration of Matters Involving Financial Conflict of Interest

If the Board determines that a Trustee has a financial conflict of interest in a matter before the Board, the Board may permit the interested trustee to make a presentation regarding the matter, but the interested Trustee shall be required to leave the meeting prior to the discussion of, and the vote on, the proposed transaction or arrangement. The interested Trustee shall not vote on the matter before the Board. The Board shall approve the transaction or arrangement only upon a finding, by a majority vote of the disinterested Trustees, that the transaction or arrangement is in the University's best interest, is for the University's benefit, and is fair and reasonable to the University. The Board may engage such consultants as it deems necessary or useful to assist its determination of these issues.

Disclosure of Non-Financial Interests

A Trustee who is an officer, director or fiduciary of another organization shall disclose said relationship prior to voting whenever the University Board of Trustees is considering a proposed action where said other organization would have a material interest in the outcome of the proposed action.

Consideration of Matters Involving Non-Financial Conflict of Interest

A Trustee who has a known conflict of interest that is non-financial in nature and who discloses the same to the Board may or may not participate in the discussion and/or voting on the matter, depending upon a determination of the Board as provided above.

Record of Proceedings

Whenever the Board holds a meeting at which a Trustee's actual or apparent conflict in a matter is disclosed, a determination regarding the existence of a conflict of interest is made, or a transaction or arrangement with respect to which a Trustee has a conflict of interest is considered, the Board's consideration of these issues shall be considered pursuant to the provisions of the Wyoming's Open and Public Meetings Act and shall be reflected in the minutes of the meeting.

Gifts

Trustees shall not encourage or accept gifts, favors or gratuities, for themselves or family members, from any individual or entity that to the trustee's knowledge has, or seeks to have, a business relationship with the University. This does not include meals and activities which are part of official meetings or activities.

Appropriation of University Opportunities

If a Trustee becomes aware of a business, investment or other potentially valuable opportunity that rightfully belongs to the University, and not to the trustee individually or another entity with which the trustee is affiliated, the Trustee shall bring the opportunity to the attention of the Board.

Confidentiality

Trustees may not use confidential information acquired as a result of service to the University for any purpose unrelated to University business, or provide such information to any third party, without the consent of the Board. Wrongful use of University information includes, but is not limited to, use or disclosure of information to engage, invest or otherwise participate in any business, project, venture or transaction other than through the University.

Actions Not Void or Voidable

No transaction or action undertaken by the University shall be void or voidable, or may be challenged as such by an outside party, by reason of having been undertaken in violation of this policy or the principles set forth herein.

Trustee Disclosure Statement

Please report below any actual, apparent or potential conflict of interest you or a family member (defined to include a spouse, child or household member) may have, including, but not limited to, any known material financial interest in any entity that you know to have a current or proposed transaction or business arrangement with University. A financial interest is presumed to be material if it entails:

- Any ownership or investment interest (including stock, options, a partnership interest or any other ownership or investment interest) valued at more than _____ except equity in a publicly traded company amounting to less than a 5 percent ownership interest in the company;
- Receipt of non-dividend compensation (including salary, consulting fees, royalty payments or other remuneration) of more than _____ in any 12-month period in the past three years, or the expectation of such compensation in the future;
- Real property, personal property, intellectual property or any other interest valued at _____ or more;
- A position of authority in an outside entity, such as director, officer, trustee, or partner.

A Trustee is not deemed to have a material financial interest in a publicly traded entity by reason of an investment in that entity by another publicly traded entity, such as through a mutual fund, of which the trustee does not control investment decisions.

Each Trustee has an ongoing obligation to notify the Board promptly of any actual, apparent or potential conflict of interest as it arises. (Attach additional sheets if necessary.)

I have received and read a copy of the University Board of Trustees Conflict of Interest Policy. I affirm that, other than the interests replied above, I am aware of no actual, apparent or potential conflict of interest (including known interests of family members), including no known material financial interest within the meaning of the conflict of interest policy in any entity that I know to have a current or proposed transaction or business arrangement with University.

TRUSTEE

DATE: _____

Signature