

**CONFLICT OF INTEREST POLICY FOR THE ADMINISTRATIVE OFFICERS,  
DEPARTMENT DIRECTORS, AND CHAIRPERSONS OF  
GETTYSBURG COLLEGE**

***1. Scope***

The following statement of policy applies to each Administrative Officer, Department Director, and Chairperson (collectively, the “Administrative Staff”) of Gettysburg College (the “College”). Its purpose is to ensure that any potential or actual conflict of interest involving any Administrative Staff member is disclosed to the Board of Trustees of the College (the “Board”) prior to consideration of a proposed transaction involving the College. The Administrative Staff are expected to comply with the spirit of full disclosure and not to rely upon a strict interpretation of the language of the policy to limit disclosure. Accordingly, the Administrative Staff should err on the side of disclosing relationships that may be covered by this policy.

***2. Definitions***

The following definitions are provided to help the Administrative Staff decide whether a relationship should be listed on the Annual Statement of Disclosure (“Disclosure Statement”):

***a. Conflict of Interest***

A “conflict of interest” shall mean any or all situations that involve personal, familial or business relationships between the College and you or a Family Member that may appear to present, or potentially or actually does represent a conflict between your own personal, familial or business interests and your duties and interests as Administrative Staff of the College.

***b. Administrative Officer***

An “administrative officer” shall include those individuals identified in by the Bylaws of the College as administrative officers of the College, as well as such other administrative officers as may be appointed by the President of the College to assist in the effective administration of the College.

***c. Department Director and Chairperson***

A “department director” and “chairperson” (collectively, a “Director” shall include those individuals as identified in the Human Resources system as Director, Department Chairperson, Dean, or Program Coordinator, as well as such other employee as may be designated by the Co-Directors of Human Resources whose responsibilities include direct oversight of an institutional budget.

***d. Business Relationship***

A person has a business relationship if the person has, directly or indirectly, through business, investment or family:

1. An ownership interest or investment interest in any entity with which the College has a transaction or arrangement;
2. A compensation arrangement with the College or with any entity or individual with which the College has a transaction or arrangement; or
3. A potential ownership interest or investment interest in, or a compensation arrangement with, any entity or individual with which the College is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

*e. Family Relationships*

An individual's spouse, grandparents, children, or siblings, and the spouses of children, grandchildren and siblings.

**3. Fiduciary Responsibilities**

The Administrative Staff serve the College and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Administrative Staff are to be made solely on the basis of a desire to promote the best interests of the College and to place such interests above their own personal, familial or business interests in executing their duties as Administrative Staff. The College's integrity must be protected and advanced at all times.

It is understood that people who serve as the Administrative Staff are inevitably involved in the affairs of other institutions and organizations. An effective administration cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, everyone has the responsibility to ensure that the Board is made aware of situations that involve personal, familial, or business relationships that constitute a real or perceived conflict of interest involving the College. Thus, the Board requires the Administrative Staff annually (1) to review this policy; (2) to disclose any possible personal, familial, or business relationships that reasonably could give to a conflict involving the College; and (3) to acknowledge by his or her signature that he or she agrees to abide by the letter and spirit of this policy.

**4. Disclosure**

Each Administrative Staff member is required to list on the Disclosure Statement any substantive relationships that he or she maintains (or which Family Members maintain) with organizations that do business with the College or otherwise could be construed to potentially affect his or her independent, unbiased judgment in light of his or her decisions-making authority or responsibility. Each Administrative Staff member is also expected to disclose any actual or potential conflict of interest that arise between Disclosure Statements. If a member of the Administrative Staff is uncertain as to the appropriateness of disclosing a specific relationship, the Compliance Officer should be consulted. The Compliance Officer may, in turn, elect to consult with the President, Chair of the Board, legal counsel, the Executive Committee, or the Board in executive session. All Disclosure Statements shall be available to the Administrative Staff and shall be reviewed by the Compliance Officer and the Audit Compliance and Risk Committee. Such information, including information provided on the Disclosure Statements, shall otherwise be held in confidence except when, after consultation with the Administrative Staff member, the College's best interests would be served by disclosure.

**5. Restraints on Participation**

Administrative Staff who have a conflict of interest (as determined by the Board or Board committee if the Administrative Staff member does not recuse him or herself voluntarily) in a proposed transaction shall refrain from participating in consideration of the transaction, unless for special reasons the Board requests information or interpretation. The meeting minutes shall document the conflict of interest.