

Policy Number: GO006EN  
Last Review Date: 15 Mar 2022

## 1. PURPOSE

The Leadership Team of The American University of Paris (AUP), consists of five officers who manage AUP's administrative functions and report directly to the President of the University. Within each of their areas of responsibility – Academic Affairs; Finance and Administration; Student Services; Enrollment Management; and Communications & Outreach – these senior administrators work to execute the University's strategic goals and initiatives. Members of the Leadership Team are committed to conducting themselves with the highest standards of integrity to ensure public trust and confidence in AUP. This policy sets forth the review and management of potential conflicts of interest in order to maintain those high standards of integrity.

## 2. WHO IS AFFECTED BY THIS POLICY

Members of the Leadership Team.

## 3. POLICY STATEMENT

As members of AUP's Leadership Team, we are expected:

- 1) To avoid conflicts between our personal interests or other significant business interests and the interests of AUP;
- 2) To disclose any personal interest or other significant business interest that may conflict, or appear to conflict, with the interests of AUP;
- 3) To refrain from influencing a decision of AUP on any matter in which such a conflict exists;
- 4) To avoid the misuse of nonpublic or confidential information for personal gain or for the benefit of any entity or person with respect to which or whom a conflict of interest would exist if this policy were applied to this entity or person; and
- 5) To refrain from soliciting or accepting for personal use or the benefit of any entity or person with respect to which or whom a conflict of interest would exist if this policy were applied to aid this entity or person any gift, loan, reward, promise of future employment or anything else having a value of US\$1000.

### Financial Interest

A member of the Leadership Team has a material financial interest if the individual has, directly or indirectly, through business, investment or through an immediate family member:

- a. A material ownership or investment interest in any entity with which AUP has a transaction or arrangement, or
- b. A material compensation arrangement with AUP or with any entity or individual with which AUP has a transaction or arrangement, or
- c. A material ownership or investment interest in, or material compensation arrangement with, any entity or individual with which AUP is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are material in nature. The determination of materiality shall be made in accordance with an annual disclosure form to be completed and filed by individuals subject to this policy. For purposes of this Conflict of Interest Policy and the Leadership Team Member Disclosure Statement, an "immediate family member" shall include the parent, child, sibling, half-sibling, or spouse of the Leadership Team member.

A financial interest is not necessarily a conflict of interest. An individual who has a financial interest may have a conflict of interest only if the Leadership Team or appropriate Board of Trustees committee determines that a conflict of interest exists.

### Duality of Interest

A member of the Leadership Team has a duality of interest if the individual, directly or indirectly or through a family member, serves in a substantial leadership or management role with another organization whose interests may be averse to, in conflict with, or in competition with those of AUP.

A duality of interest is not necessarily a conflict of interest. In some cases, it may be to the advantage of AUP for a member of the Leadership Team to have a substantial leadership role with another organization. An individual who has a dual interest may have a conflict of interest only if the Leadership Team or appropriate Board of Trustees committee determines that a conflict of interest exists.

### PROCEDURES

Prior to the annual meeting of the AUP Board of Trustees each May, and at any other time specifically requested by the Executive Vice President for Finance & Administration or any member of the Board of Trustees, the Board Liaison in the Office of the President shall distribute to each member of the Leadership Team a copy of this Policy and Disclosure Statement. These forms shall be completed by the members of the Leadership Team and submitted to the Secretary of the Board of Trustees on or before May 15<sup>th</sup> each year.

The Board Secretary will attest to the timely receipt of the completed forms and so record the fact in the May Board Minutes. In the event that a conflict of interest is declared by any member of the Leadership Team, the Board Secretary shall promptly and confidentially refer the matter to the Legal Affairs Committee of the Board, or its designee, for handling.

### Duty to Disclose

In connection with any actual or possible financial conflict of interest or dual interest, each member of the Leadership Team must disclose the existence of his or her financial interest or dual interest and all material facts to the Leadership Team or members of committees considering the proposed transaction or arrangement or interest. The disclosure must be made in writing and shall be submitted no less frequently than annually. Disclosure forms shall be updated by the concerned individual whenever there has been a material change in the underlying facts and circumstances.

### Determining Whether a Conflict of Interest Exists

Any Leadership Team member or AUP executive staff member may request a determination from the Board of Trustees as to the existence of a conflict of interest. When the potential for, or appearance of, a conflict or duality of interest arises, the potential conflict shall be reviewed by the Board of Trustees.

### Addressing a Conflict of Interest

After disclosure of a financial interest or duality of interest and all material facts, a designated representative of the Board of Trustees will discuss the conflict with the concerned individual and exercise any due diligence that may be necessary or appropriate.

The concerned individual may make a presentation to the Board of Trustees but not remain during board review and discussion.

The Board of Trustees shall consider the conflict and its effect on AUP. It may, if deemed appropriate, appoint one or more disinterested directors to investigate alternatives to the proposed transaction or arrangement. The Board of Trustees may determine a) whether the conflict is sufficiently insubstantial that it may be waived; or b) whether a conflict of interest has been found.

The Board of Trustees' decision, by majority vote, shall bind the Leadership Team members and the Board of Trustees and be recorded in the minutes.

### Violations of the Conflict of Interest and Confidentiality Policy

If the Board of Trustees has reasonable cause to believe that an individual subject to this policy has failed to disclose actual or possible conflicts or dualities of interest, or has failed to honor and protect nonpublic, confidential information, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain.

If, after hearing the response, the Board of Trustees determines that the individual has in fact failed to disclose an actual or possible conflict or duality of interest, or has failed to honor and protect nonpublic, confidential information, without good cause, it shall take appropriate disciplinary and corrective action.

4. APPROVALS & HISTORY

Adapted from policy *GO002EN – Board of Trustees Conflict of Interest* by the Board Secretary and Committee on Trustees.

On March 15, 2022, approved by the Leadership Team.

Next review in November 2025.

I hereby certify that I have read and understand the Leadership Team Policy on Conflicts of Interest of The American University of Paris, and agree to comply with this Policy.

To the best of my knowledge and belief, except as disclosed below, I do not have any interest that would constitute a conflict of interest hereunder, nor will I knowingly take any action that would constitute or appear to constitute a conflict of interest except upon matters that I have disclosed and for which I have received clearance from the Board of Trustees to proceed.

Exceptions (if none, so state):

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DATE

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PRINTED NAME

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SIGNATURE