

AIChE Conflict of Interest Policy

The following Conflict of Interest Policy (“Policy”) complies with applicable legal requirements of the New York State Not for Profit Corporation Law (N-PCL) section 715-a. This Policy is to ensure that AIChE’s directors, officers, and key persons act in AIChE’s best interest and comply with applicable legal requirements.

Covered Persons

This Policy is applicable to all directors, officers, and key persons during the period in which they serve. A Key Person is not an officer or director, who whether or not is employed by AIChE, has responsibilities or powers similar to those of officers and directors, and manages AIChE’s activities, assets or finances, and has a role in controlling a substantial part of its capital expenditures and budget. It includes those who have ultimate responsibility for implementing the decisions of the governing body, supervising the management, administration or operation of the organization, or managing the finances of the organization.

Definition of Conflict of Interest

A conflict of interest arises when an individual is unable to fulfill their fiduciary duties to the organization because of a personal or professional benefit from a transaction involving AIChE, or because of the individual’s relationship to another organization with which AIChE does business or competes, or which may be affected positively or negatively by an action taken by AIChE. For purposes of this policy, no member of the AIChE Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with AIChE as an officer, director or committee member. Key persons of AIChE or consultants who act on behalf of AIChE shall similarly not derive any personal gain, directly or indirectly by reason of his/her position except such compensation as he/she shall derive from AIChE. An existing or potential interest includes direct or indirect financial interest of a director, officer, or key persons’ family, or member of his/her household.

Conflicts of loyalty sometimes arise that do not involve financial gain. Relationships and affiliations that might result in a future conflict of loyalty should be disclosed, such as serving on other nonprofit boards or for-profit boards. Relationships and affiliations have potential for both conflicts of loyalty and collaborative benefits, and open discussion of such situations allows for informed and thoughtful choices.

Related Party Transaction

Any transaction, agreement or other arrangement in which a director, officer Key Person or other Related Party has an Interest and in which AIChE or any affiliate of AIChE is a participant. However, a transaction is not a Related Party Transaction if: (1) the transaction or the Related Party's financial interest in the transaction is *de minimis*, (ii) the transaction would not customarily be reviewed by the Board of Directors or boards of directors or similar organizations and is available to others on the same or similar terms, or (iii) transaction constitutes a benefit provided to the Related Party solely as a member of a class of the beneficiaries that AIChE intends to benefit as part of the accomplishment of its mission, which benefit is available to all similarly situated members of the same class of the same terms.

Procedure of Disclosing a Conflict of Interest

All officers, directors and key persons shall submit to the Executive Director's office prior to the initial election to the board, or upon employment at AIChE, and annually thereafter by December 31st, a written disclosure identifying conflicts or possible conflicts of interest. The CEO/Executive Director's office shall maintain these conflict of interest disclosure statements during the time of service of the individual. If during the year, for any reason, an individual believes that they are in a situation that presents a conflict, they shall report it to the Executive Director, who will then report it to the Chair of the Audit Committee and the Chair of the Board.

The Chair of the Audit Committee and the CEO/Executive Director will determine whether there is in fact a conflict or the appearance of a conflict of interest with respect to a Covered Person. If after due diligence, a conflict of interest has been confirmed, the Covered Person with the conflict of interest shall not be present at or participate in, and shall not attempt to influence any Board or committee deliberations or vote on, the matter giving rise to such conflict. The minutes shall reflect that the Covered Person did not participate in the deliberations or vote on the issue. The existence and resolution of any conflict of interest shall be documented and maintained by AIChE, which shall include the minutes of any board meeting at which the conflict was discussed or voted upon.

Please complete and submit the Disclosure Statement, Affirmation Statement and Full year disclosure on the next page.

Conflict of Interest Disclosure Statement

The following questions are required to be answered by all officers, directors, and key persons while serving as a board member or key person. Please complete the Statement and return it to the CEO/Executive Director’s office.

I hereby acknowledge that I have: (1) received a copy of AIChE’s Conflict of Interest and Disclosure Policy (“Policy”); (2) read and understood the Policy; and (3) agree to comply with the Policy.

The information set forth below is correct and complete to the best of my knowledge. During the time I am a director, officer or Key Person of AIChE, I agree to keep this information up to date and promptly report any actual or possible interest that is required to be disclosed under this Policy.

- 1. Do you hold any position or office which might conflict with the interests of the association or which might impair your independence of judgment in the exercise of your duties?YES ___ NO ___
- 2. Do you serve as a member of the board of directors of any of the association’s member companies or related organizations?YES ___ NO ___
- 3. Do you receive, directly or indirectly, any commission or compensation from the business transactions of any entity which currently or potentially competes or has business relationships with AIChE? YES ___ NO ___
- 4. Are you an officer or employee of a proprietorship, partnership or company which provides services to AIChE? YES ___ NO ___
- 5. Do you have any personal interest or investment which conflicts with the interests of AIChE and which could impair your independence of judgment in the exercise of your association duties? YES ___ NO ___
- 6. Does your spouse or any other member of your household receive income from supplying goods or services to AIChE? YES ___ NO ___
- 7. Is there any other potential conflict of interest that should be on record before discussion, decisions or votes on related issues commence? YES ___ NO ___

Affirmation:

I hereby certify that, to the best of my knowledge, this is a full and complete disclosure of any conflict or potential conflict of interest I may have relating to my elected, appointed, or employed position at AIChE.

Date: _____ Signature: _____

Print Name: _____

Full Year Disclosure:

If you had any conflicts during the year beginning January 1, 2022 through December 31, 2022, please list them below.