

Conflict of Interest Policy

I. Purpose

The purpose of this Conflict of Interest Policy is to enable the Humane Society of the United States and its controlled affiliates (together, “the HSUS”) to address actual, potential, and perceived conflicts of interest in a manner that protects the integrity of the HSUS. Conflicts are not always clear cut or easy to define. They may arise in a variety of ways, and you are expected to be sensitive to situations that may create a conflict. Additionally, this Policy is intended to supplement, but not replace, any applicable laws governing conflicts of interest.

II. Scope of Policy

This Policy applies to you if you are a member of the board of directors (director), officer, or employee of the HSUS or a director, officer, or employee, of the HSUS’s controlled affiliates. However, as explained below, you are only required to submit an annual disclosure if you are a director, an officer, or an employee who is a vice president or above.

III. Conflicts Covered

The central principle of this Policy is that **a conflict exists whenever your personal interests or concerns may be viewed as competing or being inconsistent with the interests of the HSUS.**

Actual, Potential, and Perceived Conflicts. Conflicts can be actual conflicts, meaning your interest or concern currently competes with the interests of the HSUS. Conflicts can also be potential conflicts, which means that your interests may become an actual conflict in the future because of foreseeable events or the passage of time. Finally, conflicts can be perceived conflicts, which means that others could reasonably view your interests as competing with the HSUS’s interests.

Financial and Non-Financial Interests. Your interests or concerns may be financial. However, even if you do not have a financial interest in an activity or transaction, there is still a conflict if your interests or concerns could reasonably be viewed by others as affecting your objectivity, running counter to the mission of the HSUS, or otherwise reflecting adversely upon the HSUS. The following situations highlight some—but not all—of the ways conflicts can arise.

- a. You have a direct personal financial interest, or an indirect personal financial interest through a business or family relationship, in any action by or activity of the HSUS. Examples include:
 1. You are an owner of a company that the HSUS may hire as a vendor.
 2. You are an investor in a company that the HSUS may promote in its publications.

3. You are an independent contractor for an organization that will get a grant from the HSUS.
4. Your sibling owns a consulting firm that the HSUS may hire as a vendor.
- b. Although you do not have a financial relationship, you are directly affiliated, or indirectly affiliated through a business or family relationship, with another organization that does or may do business with the HSUS. Examples include:
 1. You sit on the board of an organization that has an MOU with the HSUS.
 2. You founded an organization that is applying to receive grant funds from the HSUS.
 3. Your domestic partner founded a company that your department wants to profile in the next edition of *All Animals*.
- c. You receive gifts from a potential vendor or supplier that do not comply with the Code of Conduct.
- d. You have a significant financial relationship with another director, officer or employee that could call into question the independence of your decision-making on behalf of the HSUS.
- e. You have any other relationships or activities that may overlap or conflict with the HSUS's work or its public positions on animal-related issues, prevent you from exercising independent judgment in the best interests of the HSUS, or present a situation that you should otherwise reasonably expect the HSUS would want to evaluate for any sensitivities or concerns with respect to its interests.

IV. Procedures for Reviewing Conflicting Interests

The Policy does not automatically prohibit transactions that involve a conflict. Instead, it provides a framework for conflict disclosure, evaluation, and management. If you believe that you may have a conflict, you should assume one exists and disclose it immediately.

Disclosing All Conflicts and Potential Conflicts.

- a. Directors and Officers. If you are a director or officer, you should disclose all material facts concerning any situation that might be viewed as a conflict to the Chair of the Governance Committee or the General Counsel. If there is a question whether a conflict exists, the Committee Chair or the General Counsel will determine whether the situation involves a conflict. If a director is connected to a market-rate sponsorship of an HSUS event, the Governance Committee Chair and the General Counsel will determine whether the transaction may proceed or if the matter needs to be presented to the Governance Committee for consideration. The General Counsel will maintain a record of approved sponsorships and their resolution and update the Governance Committee as appropriate.

- b. Other Staff. If you are an employee but not an officer, you should disclose all material facts concerning any situation that might be viewed as a conflict to the General Counsel (or the General Counsel of the affiliate, as appropriate). If there is a question whether a conflict exists, he or she will determine whether the situation involves a conflict.

Procedures to Approve a Transaction Involving a Conflict. If the HSUS is considering a transaction or activity involving an identified conflict, conflicted parties may not attempt to influence decision makers regarding the matter. Further, conflicted parties may not be present or otherwise participate in any discussion of the matter except to respond to information requests for factual information needed by the Board or others to make an informed decision.

- a. Conflict Involving a Director or Officer. In the case of a conflict involving a director or officer, the Governance Committee of the HSUS Board of Directors (or, in the case of a controlled affiliate, the Board of Directors of the affiliate) will review the situation. They will determine whether the transaction is in the HSUS's best interest, whether it is fair and reasonable, and whether to move forward despite the conflicting interest. When proposed transactions are of a significant size or scope, this Board review must include consideration of the terms upon which other comparable organizations enter into similar transactions or arrangements.
- b. Conflict Involving Other Staff. In the case of a conflict involving other HSUS staff, the General Counsel (or the General Counsel of the affiliate, as appropriate) will review the situation and determine whether it requires further review and approval by the Governance Committee of the HSUS Board of Directors (or, in the case of a controlled affiliate, the Board of Directors of the affiliate). If it does not require Board involvement, the General Counsel, in consultation with management as needed, will determine whether the transaction is in the HSUS's best interest, whether it is fair and reasonable, and whether to move forward despite the conflicting interest.

Recordkeeping.

- a. With respect to any Board discussion or decision involving matters covered by this Policy, the minutes of the meeting at which such discussion or decision takes place must reflect in detail: (1) the Board deliberations, including any comparability data considered by the Board; (2) the voting process and result; and (3) a specific indication that the interested person whose situation was considered was not present in the room either during the discussion or for the vote.
- b. For conflicts involving staff that are handled by the General Counsel (or the General Counsel of the affiliate, as appropriate), the General Counsel will maintain a record of such conflicts and their resolution and update the Governance Committee or the affiliate board, as appropriate.

V. Distribution and Annual Disclosure

Distribution of Policy. This Policy must be provided to all incoming officers, directors and employees of the HSUS and its controlled affiliates upon commencement of employment or service. This Policy will also be provided annually to directors, officers, and vice presidents and above.

Annual Disclosures. If you are a director, an officer, or a vice president or above, you must sign upon each receipt of the Policy a statement that affirms that you have received a copy of this Policy; have read and understand the Policy; and agree to comply with this Policy. You must also annually disclose:

- a. Any outside employment or independent consulting work that could constitute a conflict.
- b. Any board membership or affiliation with other individuals or organizations that could constitute a conflict.
- c. Any transaction or potential transaction in which the HSUS is a participant and in which you may have a conflicting interest.

VI. Questions

If you have questions about this Policy, contact the Office of the General Counsel.

*Adopted by the Board on April 13-14, 1989 as the Full Disclosure Policy
Amended by the Board on April 24, 2004, April 6, 2017, and September 16, 2020*