



Conflict of Interest Policy
Cheyenne Mountain Public Broadcast House, Inc.
(Classical KCME and Jazz 93.5)

1. Purpose

The Board of Directors of Cheyenne Mountain Public Broadcast House, Inc. (“CMPBH”) adopts this Conflict of Interest Policy to protect the integrity of the organization’s governance and operations and to ensure compliance with applicable laws, including the Colorado Revised Nonprofit Corporation Act. This policy ensures that decisions concerning CMPBH’s operations, programming, and use of assets are made solely in the best interests of the organization and are not influenced by personal, financial, or other private interests. All individuals covered by this policy must avoid both **actual conflicts of interest** and **the appearance of conflicts**.

2. Scope:

This policy applies to:

- Members of the **Board of Directors**
- All **employees** (full-time, part-time, contract, and senior staff)
- **Volunteers**, including advisory, on-air, production, and event volunteers

3. General Policy

A Conflict of Interest (defined below) arises when an individual’s personal, financial, or professional interests may interfere—or appear to interfere—with their duty to act in the best interests of CMPBH. Every potential Conflict of Interest for an individual having Involvement in a CMPBH Business Transaction (defined below) must be fully disclosed to the applicable party, where a determination of whether a Conflict of Interest exists shall be made. Business Transactions involving potential Conflicts of Interest are permitted only when they are:

1. Fully disclosed
2. Reviewed and approved by disinterested decision-makers
3. Determined to be fair and reasonable to CMPBH at the time they are entered into

Disclosure and transparency are the primary safeguards; conflicted individuals must remove themselves from decision-making processes.

4. Board of Directors

Any Director who has a potential Conflict of Interest must:

- Promptly disclose all material facts to the Board or a designated committee
- Refrain from voting on the matter
- Refrain from participating in deliberations, except to provide requested factual information
- Not be counted toward quorum for the vote on that matter

A transaction involving a conflicted Director may proceed only if:

- It is approved by a majority of disinterested Directors, and
- The Board determines the transaction is fair and in the best interests of CMPBH

All disclosures and actions must be documented in the official meeting minutes.

5. Employees

Any employee who becomes aware of a potential conflict must:

- Promptly disclose the conflict to the **General Manager or Delegee**
- If the conflict involves the General Manager or Delegee, disclose it to the **Board Chair**

The General Manager (or Delegee) or Board Chair will:

- Evaluate the situation
- Remove the conflicted individual from decision-making authority
- Assign independent oversight
- Ensure the transaction is conducted in CMPBH's best interest

6. Volunteers

Volunteers must:

- Promptly disclose any actual or potential conflicts to their supervising staff member
- Refrain from participating in decisions or activities where a conflict exists

Supervising staff are responsible for:

- Escalating conflicts when appropriate
- Ensuring volunteers are not placed in roles involving conflicted decisions

7. Procedures for Addressing Conflicts

When a conflict is disclosed:

1. All material facts are reviewed by the appropriate authority (Board, committee, or management)

2. The conflicted individual is excluded from deliberation and voting
3. Alternatives are considered (including competitive bids when appropriate)
4. A determination is made that the transaction is fair and reasonable
5. The decision and rationale are documented

8. Definitions

A. Involvement in a CMPBH Business Transaction

Includes, but is not limited to:

- Initiating or approving contracts
- Recommending or selecting vendors
- Negotiating terms
- Authorizing payments
- Managing CMPBH property, programming resources, or assets

B. Conflict of Interest

A conflict of interest ("Conflict of Interest") exists when an individual (or a close relative or household member):

- Has a direct or indirect financial interest in an entity doing business with CMPBH
- Serves as an officer, director, employee, partner, or consultant of such an entity
- Owns (individually or collectively) a material ownership interest (generally 1% or more)
- Receives or expects compensation or other benefit from a transaction involving CMPBH
- Has access to confidential information that could benefit another entity
- Is affiliated with organizations that compete with or seek to partner with CMPBH

A conflict of interest also exists when an impartial observer could reasonably question the individual's objectivity.

9. Compensation and Benefits

- No Director may vote on or approve their own compensation
- Compensation must be:
 - Reviewed and approved by disinterested Directors
 - Reasonable and consistent with market standards
 - Documented in writing

10. Records and Documentation

CMPBH will maintain:

- Written disclosures of conflicts
- Records of Board or management review
- Meeting minutes documenting recusals and decisions
- Supporting documentation demonstrating fairness (e.g., bids, comparisons)

Records will be maintained by the administrative office of CMPBH.

11. Annual Disclosure

All Board members, employees, and designated volunteers must:

- Review this policy annually
- Complete and sign a Conflict of Interest Disclosure Form
- Promptly update disclosures if circumstances change

12. Violations of the Policy

If CMPBH has reason to believe a conflict has not been disclosed:

- The individual will be informed and given an opportunity to explain
- The matter may be investigated
- Appropriate corrective action may be taken, including:
 - Removal from decision-making roles
 - Termination of employment or volunteer status

13. Acknowledgment and Disclosure

I have read and understand the Conflict of Interest Policy of Cheyenne Mountain Public Broadcast House, Inc. I agree to comply with its terms and to promptly disclose any actual or potential conflicts of interest.

Disclosure (if any):

Signature: _____

Date: _____

Printed Name: _____

Role (Board / Employee / Volunteer): _____