

UNIVERSITY OF THE VIRGIN ISLANDS  
BOARD OF TRUSTEES RESOLUTION

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**PURPOSE:** To approve a Conflict of Interest and Disclosure Policy for the Board of Trustees of the University of the Virgin Islands to govern the disclosure and management of conflicts of interests for members of the Board in order to insure that the Board fulfills its obligations and duties to the University, the students and the community.

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WHEREAS, the University of the Virgin Islands Board of Trustees is the governing board for the University of the Virgin Islands as set forth in the Chapter 33 of Title 17 of the VI Code and as such, it is obligated to serve the public trust, and

WHEREAS, a Conflict of Interest and Disclosure Policy is intended to protect the University's interest when it is contemplating entering into a transaction or other arrangement that might benefit the private interest of an employee or anyone authorized by the President or the Board of Trustees to act on behalf of the University, and

WHEREAS, the University's increasing interactions through contractual and other arrangements with private and governmental entities both within and outside of the Virgin Islands necessitates the adopting of Conflict of Interest and Disclosure Policy, and

WHEREAS, men and women of substance inevitably are simultaneously involved in the affairs of several institutions and organizations and in other associations to be effective, the Board, cannot consist of individuals entirely free from involvement with other institutions and organizations and other associations that might present at least perceived conflicts of interest, and

WHEREAS, as a member of the Board, each Trustee agrees to keep the welfare of the University at all times paramount, putting aside any and all personal, parochial, and business conflicts of interests thereby assuring that a Trustee's independence of judgment is not compromised, that the public's and the University's confidence and respect in the integrity of the Board are preserved, and that the public mission of the University of the Virgin Islands is protected and well served, and

WHEREAS, a Conflict of Interest and Disclosure Policy was drafted by a consultant based on best practices and further modified by the Committee on Trustees with the input of legal counsel, and

WHEREAS, the Conflict of Interest and Disclosure Policy provides for each Trustee reviewing the policy, disclosing relationships that could give rise to a conflict of



interest involving the University and acknowledging that he or she is in accord with the letter and spirit of the policy, and

WHEREAS, the policy was developed in accordance with federal and Virgin Islands law and

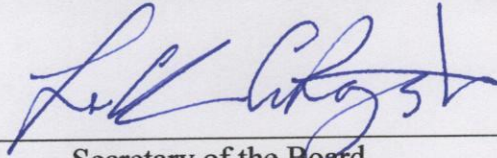
WHEREAS, the Committee on Trustees of the Board of Trustees reviewed the Conflict of Interest and Disclosure Policy, secured the input of legal counsel, approved it and forwarded the policy to the full Board for consideration at its March 12, 2005 meeting.

NOW THEREFORE BE IT RESOLVED THAT:

**The Board of Trustees hereby approves the Conflict of Interest and Disclosure Policy for the Board of Trustees of the University of the Virgin Islands, which policy is attached hereto as an exhibit.**

CERTIFICATION

The undersigned does hereby certify that the foregoing is a true and exact copy of the resolution of the Board of Trustees of the University of the Virgin Islands adopted at its meeting on March 12, 2005 and recorded in the minutes of said meeting.



Secretary of the Board

3/14/05

Date



**Conflict of Interest and Disclosure Policy**  
**for the UVI Board of Trustees**

**I. Preamble**

The University of the Virgin Islands Board of Trustees is the governing board for the University of the Virgin Islands as set forth in the Chapter 33 of Title 17 of the VI Code. As such, it is obligated to serve the public trust. As a member of the Board, each Trustee agrees to keep the welfare of the University at all times paramount, putting aside any and all personal, parochial, and business conflicts of interests thereby assuring that a Trustee's independence of judgment is not compromised, that the public's and the University's confidence and respect in the integrity of the Board are preserved, and that the University of the Virgin Islands' public mission is protected and well served. Therefore, Trustees of the University have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions by the Board must be made solely on the basis of a desire to promote the best interest of the University and the public good. Trustees shall be governed by the applicable federal and local laws, and by the Articles and Bylaws of the University of the Virgin Islands.

Men and women of substance inevitably are simultaneously involved in the affairs of several institutions and organizations. To be effective, the Board, the University's administration, and its faculty cannot consist of individuals entirely free from involvement with other institutions and organizations that might present at least perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, it is the individual responsibility of every Trustee to ensure that the Board is made aware of situations that involve personal, familial, or business relationships that could be troublesome for the University. Thus, the Board requires each Trustee annually (1) to review this policy; (2) to disclose, in writing, any personal, familial, or business relationship that does or reasonably could give rise to a conflict of interest involving the University; and (3) to acknowledge by his or her signature on the disclosure form to be supplied by the University that he or she is in accord with the letter and spirit of this policy.

**II. Definitions**

For purposes of this Policy, the following terms shall have the following meaning set forth herein:

- A. Family Member shall be defined to include spouse, parents, siblings, children, domestic partner, and any person residing in a Trustee's household.
- B. Conflict of Interest shall be mean a personal, familial, business, financial or other relationship between a



Trustee and the University that can cause the University to be legally or otherwise vulnerable to criticism, embarrassment, or litigation.

- C. Business Relationship shall mean one in which:
1. A Trustee, or a Trustee's Family member, as defined herein, serves as an officer, director, employee, partner, trustee or controlling stockholder of an organization that does substantial business with the University; or
  2. A Trustee or a Trustee's Family member receives compensation or has any contractual right to future income (excluding compensation from the University), or any governmental source, investment or savings income, retirement or insurance benefits, rents or alimony, or non-financial consideration and benefits; or
  3. A Trustee or a Trustee's Family member holds a foreseeable financial interest, which may result from a Trustee's official authority as a member of the Board of Trustees.

D. Substantial Benefit or Substantial Business shall be defined herein to include anything of monetary value, including but not limited to, salary or other payments for services (e.g., consulting fees or honoraria); equity interests (e.g., stock, stock options, or other ownership interests); and intellectual property rights (e.g., patents, copyrights, and royalties from such rights.)

### III. Statutory and Other Authority

All conflicts of interest between a Trustee or a Trustee's Family Member are subject to the following:

A. Title 17 V.I.C. §469 of the Virgin Islands Code sets forth, and as may be amended from time to time:

**Interest of trustees and others in projects; duty to disclose; violation**

During his tenure and for one year thereafter, no trustee, officer or employee of the University shall voluntarily acquire any personal interest, direct or indirect, in any project or in any property included or planned to be included in any project, or in any contract or proposed contract relating to any project. If any such trustee, officer, or employee involuntarily acquires any such interest, or voluntarily or involuntarily acquired any such interest prior to appointment or



employment as a trustee, officer, or employee, or thereafter, then in any such event, the trustee, officer or employee, shall immediately disclose his interest in writing to the University and such disclosure shall be entered upon the minutes of the Board of Trustees of the University and the trustee, officer or employee shall not participate in any action, by the University relating to the property or contract in which he has any such interest. Any violation of the foregoing provisions of this section shall constitute misconduct in office. There provision shall not be applicable to the acquisition of any interest in notes or bonds of the University issued in connection with any project, or to the execution of agreements by banking institutions for the deposit or handling of funds in connection with a project or to act as a trustee under any trust indenture or agreement, or to utility services the rates for which are fixed or controlled by a governmental agency—  
Added June 26, 1963. No. 1027, §2, Sess.L.1963, p. 391.

**B. Other applicable federal statutes, regulations and guidelines, now in effect, and as may be promulgated and amended from time to time.**

#### **IV. Purpose**

Recognizing its authority to do so under Section 469 of Title 17 of the Virgin Islands Code, and Article III, Section 8 of the Bylaws of the University, and realizing the significance of serving on the Board of Trustees of the University of the Virgin Islands, the Board of Trustees adopts this Conflict of Interest and Disclosure Policy of the Board of Trustees of the University to insure the fulfillment of its obligations and duties to the University, the students and the community. It is the purpose of this policy to supplement and implement statutory requirements under Section 469 of Title 17 of the Virgin Islands Code.

#### **V. Guiding Principles**

The Board agrees that in performing its duties as Trustees for the University of the Virgin Islands, it will adhere to the following principles:

- To recognize that the duties of the President include the execution of the policies, directives and regulations developed by the Board, and, except as permitted by law, to avoid interference with the administration of those Board policies, as may be delegated to the President.
- Except for those decisions that are subject to the direct authority of the Board, no trustee shall attempt to influence the hiring of university employees, or the awarding of consulting or other contracts.



- Except as otherwise required by law or authorized by the Board, a trustee shall not disclose to any unauthorized persons information or communication subject to confidentiality by action of the Board or other applicable law or policy, including privileged attorney/client communications, and shall maintain the confidentiality of discussions between individual Board members, when requested to do so by a fellow Board member .
- A Trustee shall not use the authority, title, influence, or prestige of his or her position to solicit business for others or otherwise obtain a personal financial, social, or political benefit, which in any manner would be inconsistent with the interest and mission of the University, nor shall a Trustee disclose confidential information gained by reason of the Trustee's position for personal gain, benefit or to secure special privileges or exemption for him or herself or others.
- Pursuant to Title 17 V.I.C. §456(c), the Board may delegate to the President, the exercise of any of the powers and responsibilities conferred upon it by statute.

## **VI. Conflict of Interest Policy**

A. Trustees shall use proper channels when dealing with Conflicts of Interest, in the use of official authority, in handling grievances/complaints of students, staff, faculty or citizens, and in handling special interest groups. The Board of Trustees has the legal authority to give direction to only one employee—the President of the University of the Virgin Islands. All other University faculty, employees, administrators, or staff carry out the business of the University under the policy directives of the Board of Trustees. Unless specifically referred by the President, Trustees should not intervene in the administration of University administrators, faculty, staff or students by the President. Complaint made to any Trustee should be referred directly to the President.

### **B.**

#### **(1) Trustee Conflict of Interest**

A trustee has a Conflict of Interest whenever the Trustee, a Trustee's Family Member or any Business Relationship of the Trustee has an existing or potential financial/personal interest in a matter pending before the Board of Trustees or the University. Any potential conflicts of interest or uncertainty regarding a conflict shall be brought



to the immediate attention of the Chairman of the Board of Trustees.

## **(2) Disclosure and Abstention Requirements.**

Prior to the consideration of action on any University decision or transaction with respect to which a Trustee has an interest which is in substantial conflict with the proper discharge of his duties in the public interest and his responsibilities as prescribed in the laws of the Virgin Islands, or a personal interest, arising from any situation within the scope of Title 3, §1101, et. seq. of the Virgin Islands Code such Trustee shall disclose that interest to the other Trustees. Such Trustee shall refrain from voting or otherwise influencing other Trustees with respect to the decision or transaction, and such disclosure and abstention shall be appropriately noted in the minutes of such meeting of the Board of Trustees.

A Trustee has an interest which is in substantial conflict with the proper discharge of his duties in the public interest, and of his responsibilities as prescribed in the laws of the Virgin Islands, or a personal interest, if he will derive a direct monetary gain or suffer a direct monetary loss, as the case may be, by reason of his official activity. A Trustee does not have an interest that is in substantial conflict with the proper discharge of his duties in the public interest and of his responsibilities as prescribed by the laws of the Virgin Islands or a personal interest, arising from any situation, within the scope of this chapter, if any benefit or detriment accrues to him as a member of an industry, profession, occupation, or group to no greater extent that any other member of such business, profession, occupation, or group.

- C. Any Trustee who has declared or has been found to have a conflict of interest shall not participate in the consideration of any proposed transaction by the University in which such conflict exists; unless, for special reasons entered on the written record of the proceeding at which the matter is considered, the Board is in unavoidable need of information or assistance from the interested Trustee during such consideration, and specifically requests the Trustee's presence to provide such information or assistance. Except as specifically provided in the foregoing sentence, any person with a conflict shall not vote, participate in the discussion, nor be present at the time of vote on the matter for which the conflict exists.



## **VII Annual Filing Requirement by each Trustee of the University**

All Trustees are directed at the start of each fiscal year of the University to list on the disclosure form to be filed with the University those business relationships (as defined herein) that he or she (or members of their family, as defined herein) maintains with organizations that do substantial business (as defined herein) with the University or which otherwise could be construed to potentially affect their independent, unbiased judgment on behalf of the University.

## **VIII Determination of Conflicts**

In the event that a Trustee required to complete the disclosure form is uncertain as to the appropriateness of disclosure of an interest or potential interest, or as to the appropriateness of listing a particular relationship, the Chair of the Board and the University's legal counsel shall be consulted. They, in turn, may elect to consult with the Executive Committee of the Board or with the entire Board, meeting in executive session. The disclosure form and any supplementary information supplied by an individual in satisfaction of his or her obligations hereunder, shall be filed with the University's legal counsel. Except where the best interests of the University requires disclosure, made after consultation with the individual who filed the disclosure form, the form shall be held in confidence by legal counsel.

## **IX Removal.**

If the Board determines that the conduct of a public trustee has violated the trustee's professional or fiduciary responsibilities, Board policy or other governing law, the Board may recommend that the Governor remove the trustee from the Board for cause pursuant to Virgin Islands Code, Title 17, Section 455 and Article II, Section 3 of the Bylaws of the University. In the case of Trustees elected by the members of the Board, or in the case of the Faculty, Student or Alumni Association Trustees, if the Board determines that the conduct of such trustee has violated the trustee's professional or fiduciary responsibilities, Board policy or other governing law, the Board may vote to remove such trustee for cause, consistent with the Bylaws of the University, as may be amended from time to time.

## **X. Document Retention**

The Board of Trustees of the University of the Virgin Islands shall retain records of actions, if any, taken in response to such disclosures for three years after the completion of any project or contract to which such disclosure relates, or for a period of six years, whichever is later.



## **XI. Confidentiality of Disclosure Information**

Personal financial disclosure statements and supporting documents filed by Trustees in compliance with this policy will be maintained as confidential to the extent possible under applicable state and federal requirements and except as required to be disclosed by law, or by a federal department or agency.

## **XII. Severability**

If any provision in this Policy shall be inconsistent with the provisions of any federal law or regulation thereto or to any provision of the Virgin Islands Code, as amended from time to time, the provisions of this Policy so in conflict shall be deemed to be void. This policy shall be amended by the Board of Trustees consistent with the applicable federal law, regulation.



**OFFICIAL DISCLOSURE FORM TO BE USED:**

**THE UNIVERSITY OF THE VIRGIN ISLANDS  
CONFLICT OF INTEREST DISCLOSURE FORM**

Please complete the following and return this form in the envelope provided.

1. Are you aware of any business relationships in which you or a Family Member is involved with an organization that does substantial business with the University that may represent a conflict of interest as defined by the letter or spirit of the Conflict of Interest and Disclosure Policy of the Board of Trustees of the University?

\_\_\_\_\_ YES

\_\_\_\_\_ NO

If yes, please list or elaborate on such relationships and the details of annual or potential benefit as you can best estimate them and attach same to this form.

2. Did you or a member of your family receive, during the past 12 months, any substantial benefit, gifts or loans from any source (other than routine bank loans from a commercial bank regularly engaged in business in the U.S. Virgin Islands) from which the University buys goods or services or otherwise has substantial business dealings?

\_\_\_\_\_ YES

\_\_\_\_\_ NO

If yes, please list such substantial benefit, loan or gift, its source and its approximate value and attach same to this form.

I CERTIFY THAT THE FOREGOING INFORMATION IS TRUE, COMPLETE, AND IN FULL AND FAITHFUL COMPLIANCE WITH THE LETTER AND SPIRIT OF THE CONFLICT OF INTEREST AND DISCLOSURE POLICY OF THE BOARD OF TRUSTEES OF THE UNIVERSITY TO THE BEST OF MY KNOWLEDGE AND BELIEF.

Date: \_\_\_\_\_

\_\_\_\_\_  
Print Name



\_\_\_\_\_  
Signature

Territory of the U.S. Virgin Islands        )  
District of St. Thomas/St. John/St. Croix ) ss:

SUBSCRIBED TO before me this \_\_\_ day of \_\_\_\_\_ by  
\_\_\_\_\_, personally known to me or satisfactorily proven by:  
\_\_\_\_\_.

\_\_\_\_\_  
NOTARY PUBLIC  
My commission expires: