

KIAWAH ISLAND  
COMMUNITY  
ASSOCIATION

## CONFLICT OF INTEREST POLICY FOR KICA NON-EMPLOYEE OFFICIALS

All Kiawah Island Community Association (KICA) Board members and Board-appointed Committee and Task Force members (together defined as a “Non-Employee Official” or “NEO”) are expected to exhibit honest and ethical conduct in all dealings relating to their representation of, or work on behalf of, KICA. This means that when serving on a KICA Board, Committee or Task Force NEOs shall act solely in the interest of KICA and not in their personal interest or in the interest of any other individual, business or entity. NEOs are expected to use good judgment, adhere to high ethical standards, and avoid situations that create, or give the appearance of, a conflict between the NEO’s interests and those of KICA.

### WHAT CONSTITUTES A CONFLICT OF INTEREST?

There is no way to develop a comprehensive, detailed list of every possible personal or business interest that could run afoul of this Conflict of Interest Policy for KICA Non-Employee Officials (“COI Policy”). Rather, this COI Policy outlines the basic guidelines for ethical behavior at, or on behalf of, KICA. Whenever you are in doubt, you should consult with the KICA Board Chair or the Chair of the Committee or Task Force on which you serve or have been chosen to serve.

Common situations which could give rise to a Conflict of Interest and, therefore, which should be immediately reported to the KICA Board:

- Encouraging, influencing or otherwise causing any KICA employee to engage in unethical behavior including, but not limited to, those enumerated in the Employee Conflict of Interest Policy (attached is copy).
- Learning that some other NEO has encouraged, influenced or otherwise caused any KICA employee to engage in unethical behavior including, but not limited to, those enumerated in the Employee Conflict of Interest Policy (the contents of which you are presumed to be familiar with).
- Any direct or indirect personal, family, professional or financial interest in or with any current KICA employee or current or potential vendor, contractor, consultant or licensed professional providing goods or services to KICA.
- Any direct or indirect personal, family, professional or financial interest in or with Town of Kiawah Island, South Street Partners (and affiliates), Kiawah Partners (and affiliates), Kiawah Resort Associates, L.P. (and affiliates), KDP II LLC (and affiliates), Kiawah Island



Club & Real Estate (and affiliates), Kiawah Island Real Estate, LLC (and affiliates), KIGR (and affiliates), or any utility (or affiliate) providing good or services to KICA.

All known or potential conflict of interest situations shall be immediately reported to the KICA Board. Similarly, all known or potential unethical behavior whether on the part of any KICA employee or NEO, that is relevant to the business of KICA, shall be immediately reported to the KICA Board. NEOs shall not discuss or vote on any matter where any Conflict of Interest may exist without advance disclosure to the KICA Board. For the avoidance of doubt, a conflict of interest may exist for any matter that could confer personal, professional, employment, or financial benefit not otherwise shared by the KICA community at large.

#### PROTECTION AND PROPER USE OF KICA ASSETS

KICA NEOs are expected to protect KICA's assets and use their best efforts to ensure their proper and efficient use on behalf of KICA and its members. KICA assets must be used exclusively for legitimate business purposes.

#### NEO REQUIREMENTS

The attached Disclosure Form will be completed by all NEOs upon initial authorization of this COI Policy. Thereafter, KICA NEOs will be required to (1) immediately inform the KICA Board if there is any material change in the information provided in the Disclosure Form and (2) complete and return the Disclosure Form to the Director of Human Resources on or before January 15 of each year hereafter.

At any time during your term as a KICA NEO, when you believe that your conduct or activities may conflict with these guidelines, or otherwise may create a conflict of interest or appearance thereof, you should discuss the details of your situation with the Chairman of the Committee, Task Force or Board on which you serve. Failure to disclose potential conflicts or other actions contrary to the spirit of this COI Policy may result in your removal from your appointed position.

#### DEFINITIONS

Non-Employee Official ("NEO") - anyone serving in the capacity of a KICA Board member and/or Committee or Task Force member of KICA.

Family: NEOs spouse/partner/significant other, child, parent, parent-in-laws, sibling, legal guardian or household member.



CONFLICT OF INTEREST DISCLOSURE STATEMENT FOR KICA NON-EMPLOYEE  
OFFICIALS

Initial in the space at Item A, or complete Item B, whichever is appropriate, sign and date the statement and return it to the Director of Human Resources.

A. \_\_\_\_\_ I am not aware of any relationship or interest or situation involving me or a member of my family which might result in, or give the appearance of being, a conflict of interest between me or such family member on one hand and KICA on the other.

B. \_\_\_\_\_ The following are relationships, interests, or situations involving me or a family member (as defined in the COI Policy) that might result in or appear to be an actual, apparent, or potential conflict of interest between me or such family member on one hand and KICA on the other.

\_\_\_\_ For-profit corporate directorships or employment: \_\_\_\_\_

\_\_\_\_ Non-profit trusteeships or employment: \_\_\_\_\_

\_\_\_\_ Memberships in the following organizations: \_\_\_\_\_

\_\_\_\_ Contracts, business activities, and investments with or in the following organizations:  
\_\_\_\_\_

\_\_\_\_ Other relationships and activities: \_\_\_\_\_

Additional explanation of any relationships, interest or situations identified above:

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ACKNOWLEDGEMENTS

I have read and understand the Conflict of Interest Policy for KICA Non-Employee Officials and agree to be bound by it. I will promptly inform the Board Chair or the Chair of the Committee or Task Force of which I have been elected or appointed as a member, of any material change that develops in the information contained in the foregoing statements.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

