

Confidentiality and Conflict of Interest Policy and Disclosure Form

Confidentiality

As a member of the Board, I recognize that I owe a fiduciary duty of care to the San Antonio RoadRunners. This includes a duty of confidentiality. All information and documentation that I receive from San Antonio RoadRunners and others in connection with my service on the Board will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, and authorized agents of San Antonio RoadRunners. I will direct any questions regarding my confidentiality obligations to the San Antonio RoadRunners Secretary of the Board of Directors.

Conflicts of Interest

As a member of the Board, I recognize that I owe a fiduciary duty of loyalty to San Antonio RoadRunners. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of San Antonio RoadRunners. The purpose of the conflicts of interest policy (set forth below) is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of San Antonio RoadRunners. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests San Antonio RoadRunners.
2. For the purposes of this policy, an Officer or Director has an interest in a proposed transaction if he/she has a substantial financial interest in it, or has substantial financial interest interest in any organization involved in the proposed transaction, or holds a position as trustee, director, general manager, principal officer, or employee in such organization.
3. All conflicts of interest are not necessarily prohibited or harmful to San Antonio RoadRunners. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to all other San Antonio RoadRunners Board members through the annual disclosure form or to the Board whenever a conflict arises. Disinterested members of the Board shall make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate (if any). The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below.

San Antonio RoadRunners
Conflict-of-Interest Disclosure Statement

Please initial and date in the space at the end of Item A or complete Item B, whichever is appropriate; complete Item C and sign and date the statement and return it to the Secretary.

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

- B. The following are relationships, interests, or situations involving me or a member of my family which I consider might result in or appear to be an actual, apparent, or potential conflict of interest between such family members or myself on one hand and San Antonio RoadRunners on the other.

For-profit corporate directorships, positions, and employment with:

Nonprofit trusteeships or positions:

Memberships in the following organizations:

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

Other relationships and activities:

- C. My primary business or occupation at this time is: _____

I have read and understand San Antonio RoadRunners Conflict-of-Interest Policy and agree to be bound by it. I will promptly inform the Secretary of San Antonio RoadRunners of any material change that develops in the information contained in the foregoing statement.

Print Name

Signature

Date