

# GRID Alternatives Conflict of Interest (COI) and Recusal Policy

## Conflict of Interest Policy

### 1. Purpose

GRID Alternatives is committed to maintaining the highest standards of integrity and transparency in its operations. This Conflict of Interest (COI) and Recusal Policy provides guidance to ensure that all employees, board members, contractors, and volunteers conduct their duties without personal, financial, or organizational bias.

### 2. Definition of Conflict of Interest

A conflict of interest exists when an individual's personal, financial, or other interests interfere with, or appear to interfere with, their ability to act in the best interests of GRID Alternatives. This includes, but is not limited to:

- Financial interests in a transaction or decision involving GRID Alternatives.
- Personal relationships (spouse, family, close friends, business associates) that could affect impartiality.
- Outside employment or consulting that conflicts with GRID Alternatives' mission.
- Accepting gifts, favors, gratuities, compensation, or anything of monetary value that could influence decision-making.

The Department of Justice 2 C.F.R. 200.112 lays out the following guidelines:

**Conflict in Fact.** In the use of award funds (direct or indirect), a recipient or subrecipient should not participate in any decisions, approval, disapproval, recommendations, investigation decisions, or any other proceeding concerning any of the following people or groups:

- An immediate family member;
- A partner;
- An organization in which they are serving as an officer, director, trustee, partner, or employee;
- Any person or organization with whom they are negotiating or who has an arrangement concerning prospective employment, has a financial interest, or for other reasons can have less than an unbiased transaction with the recipient or subrecipient.

**Conflict in Appearance.** In the use of award funds, recipients and subrecipients should avoid any action which might result in, or create the appearance of:

- Using an official position for private gain;
- Giving special treatment to any person;
- Losing complete independence or objectivity;
- Making an official decision outside official channels; or
- Affecting negatively the confidence of the public in the integrity of the Government or the program.

### **3. Disclosure of Conflicts**

Under **2 C.F.R. § 200.112**, federal grant recipients, including GRID Alternatives, must establish and maintain written conflict-of-interest policies covering both organizational and individual conflicts of interest. Any potential or actual conflict of interest must be disclosed in writing to the federal awarding agency as required by federal regulations.

Decisions regarding the allocation of awarded funds must be free of any undisclosed personal or organizational conflicts of interest. Individuals must promptly disclose any actual or potential conflict of interest to their supervisor or HR/People and Culture Department at [HR@gridalternatives.org](mailto:HR@gridalternatives.org). Disclosure should be made in writing and include sufficient details to assess the nature and extent of the conflict.

### **4. Recusal Process**

If a conflict of interest is identified, the following steps must be taken:

#### ***4.1 Identify the Conflict***

- When an employee believes the potential for a conflict of interest exists, it is the employee's duty to avoid the situation. The individual must assess whether their financial interests, personal relationships, or external affiliations could create a conflict with their official duties.
- They may consult their supervisor, HR/People and Culture Department, or legal counsel for guidance.

#### ***4.2 Notify the Appropriate Authority***

- The individual must submit a written notification to their supervisor, HR/People and Culture Department, or the Board of Directors (if applicable).
- In cases involving board members, disclosure should be recorded in board meeting minutes.

#### ***4.3 Refrain from Participation***

- The individual must immediately refrain from any involvement in decisions, discussions, approvals, or influence over the matter in question.
- This includes abstaining from votes or approvals where the conflict exists.
- If a conflict exists, the individual must immediately recuse themselves and follow the proper recusal procedures.

#### ***4.4 Reassignment of Duties***

- The matter should be reassigned to a qualified, non-conflicted individual.
- This ensures impartiality and maintains the integrity of the decision-making process. Reassigning the matter helps avoid any potential bias and upholds trust in the system.
- If reassignment is not feasible, GRID Alternatives may take further steps, such as obtaining a waiver if permissible under applicable laws.

#### ***4.5 Document the Recusal***

- GRID Alternatives will maintain a written record of all recusal decisions to ensure accountability and transparency.

## **5. Consequences of Non-Compliance**

Failure to disclose conflicts of interest or follow the recusal process may result in disciplinary action, including termination of employment or removal from a board position. Violations may also lead to legal consequences if they breach federal, state, or contractual regulations.

## **6. Ongoing Monitoring and Compliance**

- GRID Alternatives requires an annual COI disclosure statement from all board members, executives, and employees in decision-making roles.
- Employees must report any new conflicts as they arise throughout the year.

## **7. Interpretation and Guidance**

Questions regarding this policy should be directed to GRID Alternatives' HR/People and Culture Department or legal counsel. GRID Alternatives reserves the right to amend this policy as necessary to align with legal requirements and organizational needs.

---

This policy ensures that GRID Alternatives remains committed to ethical decision-making and prevents conflicts from compromising its mission of expanding renewable energy access to underserved communities.

## **List of Key Terms and Definitions**

- **Personal Relationships:** A personal relationship is typically defined as any close connection between employees that could compromise, or be perceived to compromise, professional judgment and decision-making. This includes, but is not limited to:
  - **Romantic or intimate relationships:** Spouses, domestic partners, dating relationships, significant others.
  - **Family relationships:** Parents, siblings, children, in-laws, cousins, or any other familial ties that may interfere with impartiality.
  - **Close friendships:** Strong personal bonds that could influence decisions or create bias, whether familial or non-familial.
  - **Mentorship or personal advocacy relationships:** Instances where a senior employee may influence the career path or decisions of a junior employee outside of regular professional expectations.
  
- **Financial Relationships:** Business partnerships, shared investments, co-ownership of property, or any financial stake that could conflict with GRID's interests.
  
- **Outside Employment or Consulting:** Jobs or consulting engagements that could compete with, or create a conflict with, GRID's mission or objectives.
  
- **Gifts and Gratuities:** Accepting any form of compensation, gifts, or favors that might influence decision-making.

## **Other relevant Policies in GRID's Employee Handbook:**

- [Policy Against Discrimination, Harassment, and Retaliation](#)
- [Confidential Information](#)
- [Whistleblower Policy](#)
- [Romantic Relationships in the Workplace](#)
- [Employment of Family Members](#)

## CONFLICTS OF INTEREST POLICY RECEIPT & DISCLOSURE FORM

State corporation laws prohibit certain self-dealing transactions and may impose money damages, including exemplary damages, on the individuals or organizations engaging in such transactions. GRID Alternatives and its Affiliates have adopted the following Policy to discourage such transactions. By signing below, each director, officer and staff member of GRID Alternatives and its Affiliates acknowledge their receipt and review of the Conflicts of Interest Policy.

The board of directors of GRID Alternatives has adopted the following policy, applicable to GRID Alternatives and each of its Affiliates, regarding conflicts of interest:

No member of the board of directors, officer, or member of the staff of GRID Alternatives or any of its Affiliates shall derive any personal profit or gain, directly or indirectly, by reason of his or her relationship or interest in the activities, contracts, or transactions of, GRID Alternatives or its Affiliates, except where:

1. The transaction is approved or ratified by the Attorney General of the state of incorporation of the corporation; or
2.
  - a. the corporation entered into the activity, contract or transaction for its own benefit
  - b. the activity, contract or transaction is fair and reasonable to the corporation at the time the corporation entered into the transaction;
  - c. the material facts as to the relationship or interest and as to the activity, contract or transaction are disclosed or are known to the board of directors and the board in good faith authorizes the activity, contract or transaction by the affirmative votes of a majority of the disinterested directors (which may comprise less than a quorum of all directors); the transaction fair and reasonable to the corporation as of the time is authorized, approved or ratified by the board of directors; and
  - d. (i) prior to authorizing the transaction the board of directors considered and in good faith determined after reasonable investigation that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances or (ii) the corporation in fact could not have obtained a more advantageous arrangement with reasonable effort under the circumstances; or

3. a. a committee or person authorized by the board of directors approved the transaction  
in a manner consistent with the standards set forth in paragraph 2, above;
- b. it was not reasonably practicable to obtain approval of the board of directors prior to entering  
into the transaction; and
- c. the board of directors, after determining in good faith that the conditions of subparagraphs (a)  
and (b) of this paragraph were satisfied, ratified the transaction at its next meeting by a vote  
of the majority of disinterested directors.

GRID Alternatives and its Affiliates may, from time to time, require each director, officer, and staff member to complete a Conflict of Interest form. Additionally, all board members, officers, and director level employees must complete a Conflict of Interest form annually. Furthermore, each director, officer, or staff member of GRID Alternatives and its Affiliates shall promptly disclose to his or her applicable board of directors, in writing, any personal or private interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter.

In addition, no director, officer or staff member shall obtain or utilize any list of GRID Alternatives (and its Affiliates) customers, clients, suppliers or strategic partners for personal or private solicitation purposes or otherwise divert business opportunities available to GRID Alternatives and its Affiliates at any time during the term of their affiliation with GRID Alternatives or its Affiliates. In addition, each director, officer, and staff member of GRID Alternatives or any of its Affiliates shall hold in strict confidence all confidential information he or she obtains regarding GRID Alternatives and its Affiliates.

Nothing in this Conflict of Interest Policy shall limit the right or ability of any director, officer, or staff member of GRID Alternatives or any of its Affiliates to receive from GRID Alternatives or its Affiliates program goods and services provided in good faith and without unjust favoritism (to the extent the director or officer, or his or her family, is in the class of persons intended to benefit from the program) and salary, employee benefits, or reimbursement of legitimate, out-of-pocket expenses in connection with their service to GRID Alternatives or its Affiliates.

**CONFLICTS OF INTEREST POLICY RECEIPT & DISCLOSURE FORM**

I hereby certify that I have read and understand the Conflict of Interest Policy and have had an opportunity to ask questions about the policy. In addition to my service for GRID Alternatives or its Affiliate, I am currently a member of the board of directors, a trustee, an employee, an owner, or other interested party of or in the following organizations:

- 1.
- 2.
- 3.
- 4.

I have a personal relationship with the following person(s) who is employed by or otherwise affiliated with GRID Alternatives, or employed by or otherwise affiliated with the following organization that has or is seeking or likely to seek to have a business relationship with GRID Alternatives:

- 1.
- 2.

I hereby further certify that, except with regard to carrying out my duties as a director, officer, or staff member of GRID Alternatives or its Affiliate, or as described below, I am not now, nor at any time during the past year have been:

(1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, customer, client, or other party; doing business with GRID Alternatives or any of its Affiliate organizations that has resulted or could result in personal benefit to me.

(2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with GRID Alternatives or any of its Affiliate organizations.

Any exceptions to 1 or 2 above are stated below, with a full description of the transactions and of the interest, whether direct or indirect, that I have (or have had during the past year) in the persons or organizations having transactions with GRID Alternatives or any of its Affiliate organizations.

Exceptions:

Signature: \_\_\_\_\_ Printed name: \_\_\_\_\_

Position Title: \_\_\_\_\_ Employer/Affiliate: \_\_\_\_\_

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