**Conflict of Interest Policy**

**The Trust for the Americas**

The Board of Directors of The Trust for the Americas is committed to upholding the highest standards of integrity, transparency, and accountability in the performance of their duties. To ensure the Organization's interests are placed above personal interests, all Board members and their Alternates are required to adhere to this Conflict of Interest Policy.

1. **Purpose:** The purpose of this Conflict of Interest Policy is to:
   1. Safeguard the Organization's integrity and reputation;
   2. Ensure that all Board members and Alternates act in the best interests of the Organization;
   3. Provide a framework for identifying, disclosing, and managing conflicts of interest;
   4. Promote transparency and accountability.
2. **Policy Provisions:**
   1. Definition of Conflict of Interest:
      1. A conflict of interest exists when a Board member's personal, financial, or professional interests interfere or appear to interfere with their ability to act in the best interests of the Organization. Conflicts of interest may arise in various forms, including but not limited to financial, professional, familial, or personal relationships.
   2. Disclosure:
      1. All Board members and Alternates have a duty and responsibility to promptly disclose any actual or potential conflicts of interest to the Governance Committee. Disclosure should be made in writing and include all relevant details. This disclosure should be made annually and whenever a new conflict arises.
   3. Recusal:
      1. Upon disclosure of a conflict of interest, the affected Board member shall recuse themselves from any discussion, vote, or decision related to the matter in question. The issue will be brought up to the attention of the CEO and the Governance Committee who will provide a recommendation to the Executive Committee on a case-by-case basis whether the member may participate in Board discussions, without voting.
   4. Documentation:
      1. The Organization shall maintain a record of all disclosed conflicts of interest, actions taken to address them, and any decisions made by the Board in response to such conflicts. These records shall be made available for review by authorized parties.
   5. Decision-Making
      1. In situations where a conflict of interest is identified, the Governance Committee will assess the facts and provide a case-by-case recommendation to the Executive Committee. The Executive Committee will then act in the best interests of the Organization, considering the conflict and its potential impact on the Organization's mission, goals, and financial stability by simple majority.
   6. Annual Review:
      1. The Board shall time to time, but at least once in three years, review this Conflict of Interest Policy to update or revise the policy to reflect changing circumstances.
3. **Implementation and Enforcement:**
   1. Acknowledgment and Compliance:
      1. All Board members and Alternates shall provide their written agreement with this Conflict of Interest Policy and their commitment to comply with its provisions upon assuming their role as a Board member or alternates and, on a yearly basis thereafter,
   2. Enforcement:
      1. Violations of this policy may result in disciplinary action, including but not limited to removal from the Board of Directors. The Governance Committee will review such issue and provide a recommendation to the Executive Committee who will then decide what action if any is warranted.
   3. Confidentiality:
      1. All disclosures of conflicts of interest and related discussions shall be treated confidentially to the extent possible, consistent with the Organization's legal and ethical obligations.
4. **Review and Approval:**
   1. This Conflict of Interest Policy was reviewed and approved by the Board of Directors of The Trust for the Americas.

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Luis Enrique García

Chairman of the Board

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Susan Benson

Secretary of the Board

I have read The Trust for the Americas’ Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times during my service as a member of the Board of Directors, included but not limited to my fiduciary responsibility and to uphold the highest ethical standards. If I become aware of any actual or potential conflicts of interest at any time following the submission of this form, or if the information of an existing conflict previously provided becomes inaccurate or incomplete, I will promptly notify the The Trust for the Americas’ Governance Committee Chair and the Chief Executive Officer of The Trust’s in writing.

**Board Members name in Print:**

**Board Members signature:**

**Date:**

**If you designate a Board Alternate, that individual must also agree to and sign this conflict-of-interest policy.**

**Board Alternate name in Print:**

**Board Alternate signature:**

**Date:**