



MIRI

MACHINE INTELLIGENCE
RESEARCH INSTITUTE

Machine Intelligence Research Institute

CONFLICT OF INTEREST POLICY

I. Purpose

Machine Intelligence Research Institute is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of Machine Intelligence Research Institute as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public. Consequently, there exists between Machine Intelligence Research Institute and its board, officers, and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of Machine Intelligence Research Institute honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of Machine Intelligence Research Institute. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with Machine Intelligence Research Institute or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

II. Persons Concerned

This statement is directed not only to directors and officers, but to all employees who can influence the actions of Machine Intelligence Research Institute. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning Machine Intelligence Research Institute.

III. Areas in Which Conflict May Arise

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

- a) Persons and firms supplying goods and services to Machine Intelligence Research Institute.
- b) Persons and firms from whom Machine Intelligence Research Institute leases property and equipment.
- c) Persons and firms with whom Machine Intelligence Research Institute is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
- d) Competing or affinity organizations.
- e) Donors and others supporting Machine Intelligence Research Institute.
- f) Agencies, organizations, and associations which affect the operations of Machine Intelligence Research Institute.
- g) Family members, friends, and other employees.

IV. Nature of Conflicting Interest

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in **III**. Such an interest might arise through:

- a) Owning stock or holding debt or other proprietary interests in any third party dealing with Machine Intelligence Research Institute.
- b) Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with Machine Intelligence Research Institute.
- c) Receiving remuneration for services with respect to individual transactions involving Machine Intelligence Research Institute.
- d) Using Machine Intelligence Research Institute's time, personnel, equipment, supplies, or good will for other than Machine Intelligence Research Institute-approved activities, programs, and purposes.
- e) Receiving personal gifts or loans from third parties dealing or competing with Machine Intelligence Research Institute. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

V. Interpretation of This Statement of Policy

The areas of conflicting interest listed in **III**, and the relations in those areas which may give rise to conflict, as listed in **IV**, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy. The fact that one of the interests described in **IV** exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of Machine Intelligence Research Institute. However, it is the policy of the board that the existence of any of the interests described in **IV** shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

VI. Disclosure Policy and Procedure

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

- a) The conflicting interest is fully disclosed;
- b) The person with the conflict of interest is excluded from the approval of such transaction;
- c) A competitive bid or comparable valuation exists; and
- d) The [board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization. Disclosure in the organization should be made to the Executive Director (or if she or he is the one with the conflict, then to the board chair), who shall bring the matter to the attention of the [board or a duly constituted committee thereof]. Disclosure involving directors should be made to the board chair, (or if she or he is the one with the conflict, then to the board vice-chair) who shall bring these matters to the [board or a duly constituted committee thereof]. The [board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to Machine Intelligence Research Institute. The decision of the [board or a duly constituted committee thereof] on these matters will rest in their sole discretion, and their concern must be the welfare of Machine Intelligence Research Institute and the advancement of its purpose.