

Canton Land Conservation Trust, Inc.

CODE OF ETHICS

Canton Land Conservation Trust, Inc. (the “Trust”) adopts this Code of Ethics to protect its reputation and effectiveness and to avoid or manage real or perceived conflicts of interest by providing guidance, policies, and procedures to board and staff members in making decisions about their activities and conduct that may have ethical implications or pose a conflict of interest.

DEFINITIONS

As used herein, the following capitalized terms have the meanings ascribed as follows:

“**Trust**” means the Canton Land Conservation Trust, Inc.

“**Board**” means the Trust's board of directors.

“**Director**” means a member of the Board.

“**Staff**” means all employees, contractors and volunteers of the Trust.

“**Conflict of Interest**” means any professional or personal obligation or personal or financial interest of a person that competes materially with the interests of the Trust or would make it difficult for that person to fulfill his or her duties to the Trust fairly, including, without limitation, any contract or other transaction between the Trust and a Director or a member of the family of the Director or an enterprise in which the Director, or a member of the family of the Director, is a director, officer, or legal representative or has a material financial interest.

I. CONFLICT OF INTEREST

A. **Director’s Obligations:** Each Director has the following responsibilities and obligations:

1. To disclose to the Board the existence of any real or apparent Conflict of Interest. The orientation process for new Board members will present this Code of Ethics and request disclosure of any current conflicts;
2. To absent themselves from Board or committee discussions on any project or transaction involving their Conflict of Interest unless requested by the Board or committee to give information on the issue;
3. To abstain from voting on any such issue before the Board related to their Conflict of Interest; and
4. If so requested by the Board, to take a temporary leave of absence from the Board, until such time as the matter giving rise to the Conflict of Interest has been resolved.

B. **Board Obligations:** If a transaction or project of the Trust involves a Conflict of Interest which is real or apparent, by a Director, the Board will:

1. Approve of such project or transaction only if the Board makes specific findings that
 - a) the project or transaction is fair and benefits the Trust and its objectives;
 - b) the Board has investigated the Conflict of Interest with due diligence and believes it has full knowledge of the benefit of the Director involved in the Conflict of Interest, and
 - c) that the Director involved has not participated in the vote approving the transaction or project and was absent both during the Boards deliberations and at the time the Board voted on the matter.
2. If the Board determines that the nature and magnitude of the Conflict of Interest warrants, the Board will request that the affected Director take a leave of absence from the Board.

C. **Staff Obligations:** Staff and volunteers will not engage in activities which represent a material or perceived conflict of interest with the Trust.

II. CODE OF ETHICS – BOARD AND STAFF

A. **Accountability:**

1. The Board manages the affairs of the Trust and is responsible for the formulation and maintenance of the Trust’s general policies and operational continuity.
2. Each Director must devote time and attention to the affairs of the Trust to ensure that all Trust actions, including those of Staff, are in accordance with its bylaws.
3. In establishing policies or authorizing activities, the Board will ensure that no policies or activities will jeopardize the basic not-for-profit status of the Trust.

B. **Responsibility for Governance:** The Board is responsible under law for the management of the affairs of the Trust.

C. **Protection of Assets:** The Board is responsible for the protection of the assets of the Trust. These assets include, but are not necessarily limited to, land holdings, conservation easements, physical facilities, financial assets, and the Staff itself.

D. **Loyalty and Support:**

1. Directors should not attempt to act for the Trust in their own individual capacity. All actions should be taken as Board, committee, or subcommittee, and in conformance with the bylaws or applicable policies, procedures, and resolutions. Directors should work for the institution as a whole and not as advocates for particular activities or committees or outside interests.
2. Directors should keep Staff informed of all items about ongoing Board needs and plans and should refrain from making administrative decisions in any event.
3. Staff efforts will be guided by the mission, bylaws, and policies of the Trust and Board-approved strategy and committee-approved plans. Unless they are representing a committee of the Board (or, in the case of the President,

representing the Board), individual Directors will refrain from directing Staff efforts.

4. All Directors should contribute to the Trust in time, services, or funds as best they can, encourage others to do so, and support its goals without reservation. The donation of goods or services by a Director, a member of a Director's family, or an enterprise in which a Director or a member of a Director's family has a material financial interest will not be considered a Conflict of Interest.
5. Directors will not offer business or professional services to the Trust when doing so would constitute a Conflict of Interest.

E. Confidentiality:

1. Directors and Staff will keep information learned during the course of Trust activities in confidence when the information concerns the administration and activities of the Trust that are not generally available to the public.
2. The Board has the sole authority to authorize disclosure of member and donor information.

F. Use of Resources:

1. Directors and Staff will not make unauthorized use of Trust resources for private purposes.
2. Expenditure of Trust funds will always be in accordance with applicable laws and consistent with the terms specified by the donor of those funds.

G. Gifts: Directors and Staff will not solicit or accept for personal benefit, directly or indirectly, any gift, loan, service, or anything else of substantial monetary value from any person or firm which sought, or is seeking, assistance or other contractual business, or financial relations with the Trust. Meals, accommodations, and travel services provided by a third party to Directors or Staff on official business of the Trust concerning that third party may be accepted if they are reasonable and customary in extent.

H. Property Purchase: Directors and Staff will not purchase from the Trust any real estate or personal property having substantial value without prior approval of the Board.

Approved by the Board on August 26, 2008.