



# AgriSafe Network Conflict of Interest Policy for Board of Directors

A potential danger area for board of directors (BOD) is conflict of interest. It is an important concern, because even the appearance of putting your personal interests or interests of your employer ahead of the nonprofit can seriously damage an organization's credibility.

This conflict-of-interest policy is designed to help the board of directors (BOD) of the AgriSafe Network to identify situations that present potential conflicts of interest. This policy outlines a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in AgriSafe Network's operations.

## **1. Conflict of Interest Defined**

BOD have outside business and professional interests. However, they may not make a profit in their outside employment or business interests from their service on the board of AgriSafe. In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

### **A) Business or professional interests:**

- i. A BOD is a party to a contract or involved in a transaction with AgriSafe Network for goods or services.
- ii. A BOD has a material financial interest in a transaction between AgriSafe Network and an entity in which the BOD, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- iii. A BOD is engaged in some capacity or has a material financial interest in a business or enterprise that competes with AgriSafe Network.

**B) Personal beliefs:** BOD hold a wide range of personal beliefs, values, and commitments. These can present a conflict of interest if they prevent: members from acting for the benefit of the full organizations; members from carrying out their responsibilities as board members; or if board members attempt to use their board office to further their personal interests; or to convince other board members, the administrator, or staff to act upon the board member's wishes.

- C) Gifts, gratuities, and entertainment:** Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value, which are not related to any particular transaction, or activity of AgriSafe Network.
- D) Abuse of the board office:** BOD should not abuse their office by using the nonprofit staff, services, equipment or property for their personal or family gain. BOD may not make work requests directly to staff without prior approval of the CEO.

## **2. Procedures**

Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a BOD having a Conflict of Interest shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. While they may participate in discussion of the issue, they shall not vote.

## **3. Confidentiality**

Each BOD shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of AgriSafe Network. Furthermore, directors, officers, employees, and volunteers shall not disclose or use information relating to the business of AgriSafe Network for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

## **4. Review of Policy**

- a. Each BOD shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Annually each BOD shall complete a disclosure form identifying any relationships, positions, or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest.
- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to this policy will require a vote from the BOD.

**AGRISAFE NETWORK CONFLICT OF INTEREST DISCLOSURE FORM**

03/11/26  
Date: \_\_\_\_\_

Damon Cleaton  
Name: \_\_\_\_\_

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between AgriSafe Network and your employment, personal interests, financial or otherwise:

I have no conflict of interest to report.

I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you [and your spouse] sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. My spouse is contracted with TX Agrability as a Total
2. I sit on the Board of Trustees for the Farmer Veteran
3. I Own C\_4E Advisors LLC

The information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of AgriSafe Network.

Signature: *Damon Cleaton*  
Damon Cleaton (Mar 11, 2026 00:22:18 CDT)