

Conflicts of Interest Guidelines

June 2015

As an intermediary working within a network of foundations, high-net-worth individuals, and nonprofits, SeaChange plays a number of roles: grant-maker (through the New York Merger, Acquisition, and Collaboration Fund ("NYMAC"), the SeaChange-Lodestar Fund for Nonprofit Collaboration ("SeaChange-Lodestar"), and the Catalyst Fund), lender/investor (as manager of Contact Fund and the New York Pooled PRI Fund ("NYPRI")), advisor, and grant-seeker. As a result, we can find ourselves in situations where we must balance potentially conflicting interests.

We managed these conflicts by acting in accordance with the following principles.

1. SeaChange as a Neutral Party: We do not believe there is any structural tension between doing what is right for individuals, foundations, or nonprofits. All are important and equally worthy of our respect and assistance.
2. Support, Not Decision-making: Our principal objective is to support third parties in deciding what they believe is right *for them*, recognizing that in some cases we might make a different decision.
3. Unfettered Internal Use: Anything we learn, from whatever source, and any relationship we have, however developed, will be used by us to reach the best decisions. But in order to protect confidentiality or avoid doing harm we may need to avoid being explicit about *why* we have made a particular decision. For example, if we decline to recommend a NYMAC grant because we know that the organization's financial situation is dire from an earlier Contact Fund loan application we might simply cite "concerns over financial health."
4. Transparency: We will disclose and keep current, on our website, a description of the full range of our activities and the identity of our institutional funders. In addition, we will identify upfront any pre-existing relationships that may create the appearance of a conflict of interest when recommending grants or loans. (For example, if a board member of a NYMAC applicant is a Contact Fund investor, we would disclose that to the NYMAC Investment Committee.)
5. Cross-Usage Only with Permission: Specific information shared with us in one context (for example, a loan application) will not be shared with third parties for any another purpose without the explicit permission of the sharing party.
6. No Unilateral Solicitation: We will not solicit any individual who we come to know through our grant-making, lending, or advisory work to become a SeaChange donor unless the individual actively expresses interest in continuing the dialogue and relationship.
7. Funder Introductions: We will not accommodate any requests by nonprofits for introductions to funders – foundations or individuals – unless the funder has explicitly agreed to the introduction.

8. Presumed Discretion: “Insiders” at SeaChange will keep all conversations, information, opinions, and the like confidential from third parties unaffiliated with SeaChange (including family, friends, funders, and others in the broader ecosystems) other than (i) as necessary to do our work and (ii) as permitted under any relevant nondisclosure agreements.

9. No Paid Commingling Advisory Services and Fund Management: We will not undertake *paid* advisory work for organizations that are (a) borrowers from Contact Fund and/or NYPRI and/or (b) likely candidates for grants from any fund which we manage.

* * *

SeaChange's long-term success is dependent upon our reputation for professionalism and for balancing potential conflicts of interests when they arise. Our team – both staff and board – has been a full participant in the development of these principles and every team member has affirmed in writing to abide by them.