**Resolution R21-2012**

**April 11, 2012**

**METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS**

**777 North Capitol Street, N.W.**

**Washington, D.C. 20002**

**RESOLUTION AMENDING THE RULES OF PROCEDURE TO INCLUDE**

**CONFLICT OF INTEREST GUIDELINES**

 **WHEREAS**, COG Members view the operations of COG as a public trust, subject to scrutiny by and accountable to certain governmental authorities, including the Internal Revenue Service; consequently, there is a fiduciary duty among COG, its Board of Directors, officers, management, and employees; and

 **WHEREAS**, the Executive Director and General Counsel have recommended that COG’s Rules of Procedure be amended to add a new Section 10 - Conflict of Interest Guidelines, to assist Members in performing their fiduciary duty, as well as to provide guidance on how to deal with a potential conflict;

 **NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE METROPOLITAN WASHINGTON COUNCIL OF GOVERNMENTS THAT:**

Pursuant to Section 2.19 of COG’s Rules of Procedure, the Rules of Procedure are hereby amended to add a new Section 10.00 – Conflict of Interest Guidelines, a copy of which is to be attached to and made a part of the minutes of this meeting.

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The foregoing resolution was unanimously approved and adopted by the COG Board of Directors at its regular meeting held on April 11, 2012.

 Barbara J. Chapman

 Executive Board Secretary