

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer, Trustee or Staff member of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

The proper governance of the Winifred Johnson Clive Foundation depends on the active participation of its Officers, Trustees and Staff. It is important for the Foundation Officers, Trustees and Staff to be aware that the appearance of conflict can be troublesome even though in fact there is no conflict whatsoever. For this reason, even the appearance of a conflict should be avoided. Therefore, the Foundation Chairperson and trustees must be fully informed at all times as to the events or circumstances which might create the appearance of conflict.

The Officers, Trustees and Staff of the Winifred Johnson Clive Foundation are guided by this Conflict of Interest Policy whenever they are carrying out the business of or representing the Foundation. In this role, each has a duty of loyalty to the Foundation. The duty of loyalty generally requires a Trustee or Staff member to prefer the interests of the Foundation over their interests or the interests of others. In addition, Trustees and Staff members of the Foundation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the Foundation or cause there to arise any sanction or penalty by a government authority.

Because Trustees and Staff members may be involved in other organizations that may have business dealings or affiliations with or seek grants from the Foundation, the following principles have been established:

- Each Trustee and Staff member shall maintain the highest level of ethical conduct and shall exercise the highest standard of care, diligence and prudence when conducting any activity on behalf of the Foundation.
- In the event any Trustee or Staff member or a member of his/her immediate family has a personal or business interest in, or is involved in any way with an organization with whom the Foundation is considering a grant request or business contract, the Trustee shall disclose such interest or involvement to the other Trustees of the Foundation. Such Trustee shall be permitted to discuss the grant request or contract and answer any questions posed by the other Trustees or Staff. However, such Trustee shall not vote on any matter in which he or she has a conflict of interest, as defined above.
- If any board member and/or board member's direct family is a student of an institution or compensated monetarily by the institution, this will be deemed a conflict of interest. Any other relationships with a potential grantee organization will be disclosed and discussed at the meeting.
- The minutes of the meeting shall indicate that the Trustee or Staff member who has a conflict of interest as defined above did disclose the interest or involvement in the matter being considered by the Board and that the Trustee abstained from voting on the matter.