



CONFLICT OF INTEREST POLICY AND AGREEMENT FOR TRUSTEES AND STAFF

The proper governance of the X Family Foundation includes the following prohibition of conflict of interest activities by its trustees and staff. It is also important for the Foundation trustees and staff to be aware that the appearance of a conflict of interest can be troublesome even if there is in fact no conflict whatsoever. Therefore, the Foundation President must be fully informed at all times of any events or circumstances which would create an actual conflict of interest or the appearance of such a conflict.

The Board of Trustees and staff of the X Family Foundation shall be guided by this Conflict of Interest Policy whenever they are carrying out the business of or representing the Foundation. In this role, each trustee or staff member has a duty of loyalty to the Foundation and must prefer the interests of the Foundation over the trustee's/staff member's interest or the interests of others. In addition, trustees and staff members of the Foundation shall avoid acts of self-dealing (defined as the misuse of Foundation assets for personal gain) which may adversely affect the tax-exempt status of the Foundation or cause there to arise any sanction or penalty to the Foundation by a government authority.

Because trustees and staff members may be involved with other organizations that may have business dealings or affiliations with, or seek grants from the Foundation, the following general 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 and avoid placing (including the appearance of placing) one's own self-interest or any third party's interest above that of the Foundation.
- No trustee or staff member shall solicit or accept gifts, gratuities, free trips, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor, nor shall trustees or staff members represent to third parties that their authority extends any further than that which it actually extends.
- In the event any trustee, staff member or a member of her/his 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, such interest or involvement shall be disclosed to the Foundation. In such event, any director, staff member, or committee member may be invited to state their position on the matter and answer pertinent questions from other directors or staff members when knowledge regarding the matter will assist the Foundation. At no point should a trustee/staff member with a potential conflict attempt to exert his/her personal influence outside of the formal meeting context described above.

- The minutes of such meeting shall indicate that the interested trustee/staff member disclosed his/her interest or involvement in the matter being considered by the board, recused herself/himself from the discussion, and abstained from voting on the matter.
- Each trustee or staff member shall not disclose or use for personal gain any confidential information related to the Foundation's business to any person or entity, unless disclosure is related to the legitimate business of the Foundation.

I HAVE READ AND UNDERSTAND THE FOREGOING CONFLICT OF INTEREST POLICY AND AGREEMENT. I AGREE TO ITS TERMS, AND MY ACTIONS HAVE BEEN AND WILL CONTINUE TO BE GUIDED THEREBY. I FURTHER AGREE TO SIGN A DISCLOSURE FORM ANNUALLY, LISTING ANY CONFLICTS OF INTEREST AND PROVIDE TIMELY NOTICE OF ANY CHANGES TO SAME.

Date:

Name of Trustee/Staff Member

Signature of Trustee/Staff Member

