
THE CHRONICLE OF PHILANTHROPY, INC.

CONFLICT OF INTEREST POLICY

Article I. Purpose

The purpose of this Conflict of Interest Policy (this “**Policy**”) is to enable The Chronicle of Philanthropy, Inc. (the “**Charity**”) to address actual, potential, and perceived conflicts of interest in a manner that protects the integrity of the Charity and prevents its assets from being used to provide insiders, *i.e.*, persons in a position of authority over an organization, with an impermissible private benefit. This policy should be interpreted and applied to achieve this purpose. The list of conflicts covered by this policy in Article III is not exhaustive.

Article II. Covered Persons

This Policy is intended to provide a means for persons who have a fiduciary obligation to the Charity to address conflicts of interest. Consequently, this policy is directed not only to members of the Board of Directors, but also to all officers and employees with substantial influence over the Charity, *i.e.*, key employees. Key employees would include, for example, employees who can make purchasing decisions and those who might be described as “management personnel.”

Article III. Conflicts Covered by this Policy

For purposes of this Policy, a conflict of interest exists whenever the interests or concerns of any Covered Person may be seen as competing with the best interests of the Charity. Such situations include, but are not limited to, transactions where:

- a Covered Person has a financial interest, either directly or through a business or family relationship, in a decision of the Board of Directors or any action by the Charity;
- a Covered Person seeks to use Charity assets, such as personnel, equipment, or supplies, for personal purposes unrelated to the accomplishment of the Charity’s exempt mission;
- a Covered Person has a conflict of loyalties (even if he or she has no personal financial interest in the decision), such as when an officer, director or key employee also serves as an uncompensated director or officer of an entity to which the Charity is contemplating making a grant;
- or a potential vendor, supplier or grantee to the Charity has offered or given gifts or favors of a substantial nature to a Covered Person.

In addition, a conflict of interest exists whenever the Charity may enter into a transaction with a Covered Person, which includes any person who is, or was over the past five years, in a position to exercise substantial influence over the affairs of the Charity, significant donors, family members of any of the preceding individuals,¹ and persons or entities related to any of the preceding individuals through employment or 35% control.

For purposes of this Policy, a financial interest does not include one that is *de minimis* or that consists of a benefit provided solely as a result of being a member of the class of beneficiaries that the Charity intends to benefit as part of the accomplishment of its mission, which benefit is available to all similarly situated members of the same class on the same terms.

Article IV. Procedures for Reviewing Conflicting Interests

The Policy does not prohibit transactions when a conflict of interest is present. Instead, it provides a framework for conflict transparency and management. If a Covered Person believes that he or she may have a conflict, or recognizes a situation in which another Covered Person may be a party to a transaction with the Charity, he or she should assume a conflict exists and act accordingly.

1. Disclosure of all conflicts and potential conflicts. All material facts concerning any transaction that might involve a conflict of interest should be disclosed to the Board of Directors by the Covered Person concerned, promptly after becoming aware of the conflict or potential conflict. If there is a question whether a conflict exists, the Board of Directors shall determine whether the transaction contemplated involves a conflict of interest. The Board of Directors may request the Covered Person to provide factual information regarding the potential conflict of interest and the relevant transaction. If deemed appropriate, the Board of Directors may appoint a non-interested person or committee or subcommittee to investigate alternatives to such transaction to the extent available with reasonable efforts. After any discussion with the Covered Person, the Covered Person shall leave the Board meeting and the Board of Directors shall determine, by majority vote without counting any Covered Person, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If the Board of Directors determines that a conflict of interest does not exist, the Board of Directors may consider the relevant transaction under its normal procedures. If the Board of Directors determines that a conflict of interest exists, the Board of Directors shall use the procedures set forth in paragraph 2 of this Article.

2. Procedures necessary to approve a transaction. Once a transaction that presents a conflict of interest is identified, the Covered Persons with conflicted interests shall not attempt to influence decision makers regarding the matter and shall not participate in or attend any

¹ A “family member” means household members and a spouse or domestic partner, ancestors, brothers and sisters (whole or half), children (natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren.

discussion, deliberation, or vote on the conflict or transaction except to respond to information requests for factual information needed by the Board to make an informed decision.

The Board shall review the transaction and determine by a majority vote of disinterested directors whether the transaction is in the Charity's best interest and whether it is fair and reasonable to the Charity. If the Board determines that the transaction is in the Charity's best interest and is fair and reasonable to the Charity, then the Board may determine whether to move forward despite the conflicting interest. When proposed transactions are of a significant size or scope, this Board review shall include consideration of the terms upon which other comparable organizations enter into similar transactions or arrangements.

3. *Recordkeeping.* With respect to any Board discussion or decision involving matters covered by this Policy, the minutes of the Board meeting at which such discussion or decision take place shall reflect in detail the disclosures made, the names of any persons having a conflict of interest and the nature of such conflict, the names of all persons present for the discussion and vote, the Board deliberations, the alternatives considered (if any), and the voting process (including any roll call, any abstentions, and that a quorum was present), specifically indicating that the officer, director, key employee or interested person whose situation was considered was not present in the room either during the discussion or for the vote. In addition, any comparability data considered by the Board in approving or disapproving a proposed transaction covered by this Policy shall be attached to the minutes of the Board meeting at which such consideration took place.

4. *Annual Distribution of this Policy and Disclosures.* A copy of this Policy must be furnished to all incoming Covered Persons of the Charity upon commencement of employment or service with the Charity, and annually thereafter.

Each Covered Person shall sign upon each receipt of the Policy a statement that affirms that he or she has received a copy of this Policy; has read and understands the Policy; and has agreed to comply with this Policy. Each statement shall also disclose: (a) any outside employment or consulting work that could constitute a conflict; and (b) any board membership or affiliation with other organizations that could constitute a conflict. Each Covered Person must also list his or her investments in any corporation, partnership, trust, or fund in which he or she, together with members of his or her family, has directly or indirectly a greater than 35% ownership interest, regardless of whether such investments could constitute a conflict.

ANNUAL DISCLOSURE STATEMENT

I have carefully read the Conflict of Interest Policy for The Chronicle of Philanthropy, Inc. (the “Charity”), and, in signing this Annual Disclosure Statement, I have considered not only the literal expression of the policy, but its intent. Except as stated below, I do not, to the best of my knowledge, have a conflict of interest that may be seen as competing with the interests or concerns of the Charity, nor does any member of my family, or any organization to which my family or I have an allegiance, have such a competing concern.

If any situation should arise in the future that may create a conflict of interest, I will promptly and fully disclose the circumstances to an officer of the Charity.

Name: _____

Signature: _____

Date: _____

Please list all organizations in which you or a family member hold a position as trustee, director, general manager, or principal officer, or in which you or a family member have a greater than 35% financial interest and identify if those organizations engage in business transactions with the Corporation, if those organizations engage in business transactions with a contractor on behalf of the Corporation, or if you anticipate that they will do such business in the coming year. Enter “N/A” if you have no organizations to report. Enter “No Change from Prior Year Filing” if you have no change from your filing for the last year.

Name of Organization	Nature of Your Connection	Current or anticipated Business with Charity?
_____	_____	Y / N
_____	_____	Y / N
_____	_____	Y / N

I certify that the above information is correct to the best of my knowledge.

Name: _____

Signature: _____

Date: _____