Conflicts of Interest Policy Disclosure Statement

The Conference Board’s (TCB) Conflict of Interest Policy is designed to ensure the highest level of ethical conduct of persons employed by or involved in the governance of TCB in all that pertains to TCB, and to avoid public perceptions and financial consequences detrimental to TCB that could arise from the misuse, or perception of misuse, of an individual's position or influence.

This policy shall apply to trustees, officers and staff members of TCB.

- Whenever any officer or staff member has a conflict of interest or a possible perceived conflict of interest with TCB, he or she shall notify the Chief Executive Officer of such conflict in writing. In the case of any trustee, such trustee shall notify the Chairman of the Board of Trustees of such conflict in writing.

- A conflict of interest may be defined as an interest that might affect, or might reasonably appear likely to affect, the judgment or conduct of an individual associated with TCB.

- A conflict of interest may exist when the interests or concerns, or potential interests or concerns, of any trustee, officer, or staff member, or said person's close relative (i.e., spouse, parent, child, sibling, niece, nephew, or in-law, or others living in the same household as any of the foregoing), or any individual, group or organization to which said person has allegiance, may be seen as competing with the interests or concerns of TCB, or may impair such person's independence or loyalty to TCB.

- This policy does not attempt to describe all possible conflicts that could develop, but here are some examples of conflicts of interest that may exist if a trustee, officer, staff member, or close relative:
  - Has a business or financial interest in any supplier of goods or services or any other third party dealing with TCB. This does not include ownership interest of less than 5 percent of outstanding securities of public corporations.
  - Holds office, serves on a Board, participates in management, or is engaged in any third party dealing with TCB.
  - Derives remuneration or other financial gain from a transaction involving TCB (other than salary reported on a W-2 or W-9 salary and benefits expressly authorized by the Board).
receives gifts or ticket(s) to any sporting or other entertainment event from any third party on the basis of the recipient’s position or relationship with TCB if the face value of such ticket is more than $50 (other than occasional gifts valued at no more than $50, or if valued at more than $50, the gift is made available in a team space or common area for others to share - e.g., fruit baskets, boxes of candy.) All other gifts should be returned to the donor with the explanation that TCB’s Conflict of Interest policy does not permit the acceptance of such gifts. No personal gift of money should ever be accepted.

Engage in any outside employment or other activity that will materially encroach on such person's obligations to TCB; compete with TCB's activities; involve any use of TCB's equipment, supplies, or facilities; or imply TCB's sponsorship or support of the outside employment or activity.

- Trustees, officers and staff shall not use information received from participation in TCB affairs, whether expressly denominated as confidential or not, for personal gain or to the detriment of TCB.
- Trustees and their immediate family members shall not provide paid services or products to TCB unless approved by the Board of Trustees.
- When any conflict of interest is relevant to a matter under consideration or requiring action by the Board of Trustees, or committee thereof, the interested person shall call it to the attention of the Chairman of the Board of Trustees and shall not be present during Board or committee discussion or decision on the matter. However, that person shall provide the Board or applicable committee with any and all relevant information on the particular matter.
- The minutes of the meeting of the Board of Trustees or committee thereof shall reflect that the conflict of interest was disclosed, that the interested person was not present during discussion or decision on the matter, and did not vote.
- A copy of this conflict of interest policy shall be furnished to each trustee, officer, and staff member who is presently serving this organization or who may hereafter become associated with it. The policy and its application shall be reviewed annually for the information and guidance of trustees, officers, and staff members, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts and make such disclosures as described herein.

Each trustee will be asked to complete a Conflict of Interest Policy Disclosure Statement upon his or her election or re-election to the Board and annually thereafter. Each officer and staff member will be asked to complete such a Statement upon his or her employment and on an annual basis thereafter.
• Officers and employees who serve on the board of directors of any organization that does business with TCB must fully disclose to the Chief Executive Officer the nature of their relationship to the organization. Officers and employees are not to accept board membership with any organization that may be considered a competitor of TCB without the express written consent of the Chief Executive Officer. All officers and employees must complete an Annual External Activities Statement.

• If trustees, officers or employees are in doubt about whether a real or potential conflict exists, they should consult the General Counsel.

The Board of Trustees will have the responsibility for ensuring compliance with this Policy, administering the annual statement, and making decisions as required to avoid actual conflicts of interest. The Board of Trustees will also review and revise this Policy as necessary.

I have read this policy and I agree to comply.

Printed Name______________________________

Signature__________________________________

Position___________________________________

Date______________________________________