

CONFLICT-OF-INTEREST POLICY STATEMENT

Reason for Statement

Camp Nejeda Foundation (CNF), as a nonprofit, tax-exempt organization, depends on charitable contributions from the public. Maintenance of its tax-exempt status is important both for its continued financial stability and for the receipt of contributions and public support. Therefore, the operations of CNF first must fulfill all legal requirements. They also depend on the public trust and thus are subject to scrutiny by and accountability to both governmental authorities and members of the public.

Consequently, there exists between CNF and its board, officers, and management employees a fiduciary duty that carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of CNF honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of CNF. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with CNF or knowledge gained there from for their personal benefit. The interests of the organization must have the first priority in all decisions and actions.

Persons Concerned

This statement is directed not only to board members and officers, but to all employees who can influence the actions of CNF. For example, this includes all who make purchasing decisions, all other persons who might be described as “management personnel,” and all who have proprietary information concerning CNF.

Key Areas in Which Conflict May Arise

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

- Persons and firms supplying goods and services to CNF
- Persons and firms from whom CNF leases property and equipment
- Persons and firms with whom CNF is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
- Competing or affinity organizations
- Donors and others supporting CNF
- Recipients of grants from CNF
- Agencies, organizations, and associations that affect the operations of CNF
- Family members, friends, and other employees

Nature of Conflicting Interest

A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned in the preceding section. Such an interest might arise, for example, through

- owning stock or holding debt or other proprietary interests in any third party dealing with CNF
- holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) by any third party dealing with CNF
- receiving remuneration for services with respect to individual transactions involving CNF
- using CNF's time, personnel, equipment, supplies, or good will other than for approved CNF activities, programs, and purposes
- receiving personal gifts or loans from third parties dealing with CNF. Receipt of any gift is disapproved except gifts worth less than \$50 and which could not be refused without discourtesy. No personal gift of money should ever be accepted.

Interpretation of This Statement of Policy

The areas of conflicting interest listed on page 1 of this document, and the relations in those areas that may give rise to conflict, as listed immediately above, are not exhaustive. Conceivably, conflicts might arise in other areas or through other relations. It is assumed that the trustees, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of CNF.

However, it is the policy of the board that the existence of any of the interests described in this document (see *Nature of Conflicting Interest*) shall be disclosed on a timely basis and always before any transaction is consummated. It shall be the continuing responsibility of board officers, members and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

Disclosure Policy and Procedure

Disclosure should be made annually by having each board member and management employee complete a signed conflict certification form according to CNF standards. Transactions with related parties may be undertaken only if all of the following are observed:

- A material transaction is fully disclosed in the audited financial statements of the organization;
- The related party is excluded from the discussion and approval of such transaction;
- A competitive bid or comparable valuation exists; and
- The organization's board has acted with respect to the transaction based upon the best interest of the organization.

Disclosures should be made to the Executive Committee of the Board, which shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the board of trustees.

The board shall make a final determination of whether a conflict exists and is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to CNF. The decision of the board on these matters will rest in their sole discretion, and their concern must be the welfare of CNF and the advancement of its purpose.