

McKenna Foundation

Conflict of Interest Policy: Adopted 12/12/2011

1. No McKenna Foundation Trustee, or member of a Committee of the Board, shall vote on any matter that involves a conflict of interest.
2. Prior to a board action on a contract or transaction, including the awarding of grants, Trustees shall announce any actual or potential personal, financial or business interest of the Trustee or a related person of the Trustee who would, or could, be affected by any action being considered for a vote by the Foundation. Such disclosure must be of record in the minutes.
3. For purposes of this policy, a “related person” of a Trustee means (a) the spouse of the Trustee, or a parent or sibling thereof, or a child, grandchild, sibling, or parent of the Trustee, or the spouse of any thereof, or an individual having the same home as the Trustee, or a trust or estate of which an individual specified in this paragraph is a substantial beneficiary, or (b) a trust, estate, incompetent, conservatee, or minor of which the Trustee is a fiduciary.
4. A Trustee who has a potential conflict of interest may not participate in the discussion except to disclose material facts and to respond to questions, and may not attempt to exert his or her personal influence either at or outside the meeting.
5. The question of whether an actual conflict exists shall be decided by a majority vote of the Board or Committee. The Trustee having a potential conflict of interest shall retire from the meeting and shall not participate in the final deliberation or decision regarding the existence of an actual conflict.
6. Each Trustee shall annually complete a disclosure form (following page) identifying any relationships, positions or circumstances in which he or she is involved that could contribute to a conflict of interest. Such relationships, positions or circumstances might include service as a trustee or consultant to a nonprofit organization or ownership of a business that might provide goods or services to or receive goods or services from the Foundation. Any changes during the year must be reported to the Chair of the Board.

**McKENNA FOUNDATION TRUSTEE ANNUAL
STATEMENT CONCERNING A CONFLICT OF INTEREST**

As a McKenna Foundation Trustee, I acknowledge receipt of a copy of the Foundation's Conflict of Interest Policy.

By my signature affixed below, I acknowledge my agreement with the spirit and the intent of this policy and I agree to report to the Chair of the Board of the Foundation any real or possible conflicts that may develop during my term as a Trustee. I understand that this declaration is to occur annually in the month of December.

_____ **I am not aware of any real or possible conflict of interest.**

_____ **I do, or may have, a real or possible conflict of interest in the following area(s):**

Printed Name of Trustee: _____

Signature of Trustee: _____

Date: _____