COMBINED JEWISH PHILANTHROPIES OF GREATER BOSTON, INC.

Policy on Conflicts of Interest

ARTICLE I
PURPOSE

The purpose of this conflicts of interest policy is to ensure that deliberations and decisions of the Combined Jewish Philanthropies of Greater Boston, Inc. (CJP) are made in the best interests of CJP, and to protect the interests of CJP when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Interested Person (defined in Article II).

This policy provides CJP with a procedure which, if observed, will allow a transaction or arrangement to be treated as valid and binding even though an Interested Person has and may have a conflict of interest with respect to the transaction or arrangement. This policy is intended to supplement, but not replace, any applicable federal or state laws governing conflicts of interest applicable to not-for-profit and charitable corporations.

ARTICLE II
DEFINITIONS

1. INTERESTED PERSON

Any Officer, Director or, employee who is authorized to establish institution-wide policies or make institution-wide decisions (including, without limitation, the President, Chief Financial Officer, Chief Operating Officer, Senior Vice Presidents, and Vice Presidents or any person with substantial influence over CJP), who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

2. FINANCIAL INTEREST

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or Family (defined below):

a. a material Ownership or Investment Interest (defined below) in any Entity (defined below) with which CJP enters into a transaction or arrangement; or

b. a material Compensation Arrangement (defined below) with CJP or with any Entity or individual with which CJP has a transaction or arrangement; or

c. a potential material Ownership or Investment Interest in, or Compensation Arrangement with, any Entity or individual with which CJP is negotiating a transaction or arrangement.
A Financial Interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who discloses a Financial Interest may have a conflict of interest only if the Board of Directors (the “Board”) decides that a conflict of interest exists.

3. ADDITIONAL DEFINITIONS

The following additional terms are defined below:

a. **Family** includes one’s spouse, ancestors, children, grandchildren, great-grandchildren, siblings (whether by whole or half blood), and the spouses of children, grandchildren, great-grandchildren, and siblings (“Family”).

b. **Business Relationships** for this purpose are serving on the board of a for-profit organization, employment relationships, contractual relationships, and common ownership of a business where any officers, directors, or employees, individually or together, possess more than a 35% ownership interest in common (“Business Relationships”).

c. **Entity** includes any corporation, trust, association, partnership, firm, or venture (“Entity”).

d. **Ownership or Investment Interest** is defined as ownership of any beneficial or proprietary interest in the Entity (“Ownership or Investment Interest”), for this purpose means voting power in a corporation, profits interest in a partnership, or beneficial interest in a trust.

e. **Compensation Arrangement** includes service to the Entity as a paid trustee, director, officer, active professional staff member, management employee, or paid consultant (“Compensation Arrangement”).

f. **Compensation** includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature (“Compensation”).

ARTICLE III
PROCEDURES

1. DUTY TO DISCLOSE

In connection with any actual or possible conflicts of interest, an Interested Person has an affirmative duty to disclose the existence of his or her Financial Interest and shall be given the opportunity to disclose all material facts to the Board of Directors.
2. **DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS**

   After disclosure of the Financial Interest and all material facts, and after any discussion with or presentation by the Interested Person to the Board, the Interested Person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest in fact exists.

   The determination of whether a conflict of interest exists may be dispensed with if the Interested Person agrees that a conflict of interest exists.

3. **PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST**

   When it has been determined under Section 2 of this Article that a conflict of interest exists, the Board will then evaluate the particular transaction or arrangement.

   a. An Interested Person may make a presentation at the Board meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.

   b. The Chair of the Board may, if appropriate, appoint a disinterested person or committee to examine alternatives to the proposed transaction or arrangement.

   c. If the Board determines that a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in CJP’s best interests and for its own benefit and whether the transaction is fair and reasonable to CJP and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. **VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY**

   a. If the Board has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

   b. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.
ARTICLE IV
DOCUMENTATION OF PROCEEDINGS

The minutes of the Board meeting at which a conflict of interest transaction or arrangement is discussed or voted upon shall contain:

1. the name of the Interested Person who disclosed or otherwise was found to have a Financial Interest in connection with an actual or possible conflict of interest; the nature of the Financial Interest; any action taken to determine whether a conflict of interest was present; and the Board’s decision as to whether a conflict of interest in fact existed; and

2. the names of the persons who were present for discussions, debate, and votes relating to the transaction or arrangement; any actions by the Interested Person having the conflict of interest; the content and result of the discussion, including any alternatives to the proposed transaction or arrangement; the terms of the transaction and the date approved or disapproved; and a record of who voted on the proposed transaction or arrangement and how they voted.

ARTICLE V
FINANCIAL TRANSACTION

Under no circumstances shall an Interested Person engage in a Financial Transaction without the prior approval of the Board of Directors. For this purpose, a Financial Transaction shall constitute any material agreement, transaction or arrangement under which Compensation flows, or a loan or investment is made, between an Interested Person or an Entity that is materially owned or controlled by an Interested Person and an employee of CJP or an Entity that is materially owned or controlled by an employee of CJP.

ARTICLE VI
COMPENSATION

A voting member of the Board who receives Compensation, directly or indirectly, from CJP for services is precluded from voting on matters pertaining to that member’s Compensation.

Persons who receive Compensation, directly or indirectly, from CJP, whether as employees or independent contractors, are precluded from voting membership on any committee whose jurisdiction includes Compensation matters. However, no such persons receiving Compensation are prohibited from providing information to any committee regarding compensation matters.
ARTICLE VII
ANNUAL NOTICE OF POLICY

Each Interested Person shall annually be provided with a copy of the conflicts of interest policy then in effect. As part of this Annual Notice of Policy, each Interested Person shall annually be asked to sign a statement which affirms that such person:

1. has received a copy of the conflicts of interest policy;
2. has read and understands the policy;
3. has agreed to comply with the policy; and
4. understands that CJP is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

In addition, each Interested Person shall annually disclose any Financial Interest that he or she has with CJP or that members of his or her Family have or are seeking with CJP. If an Interested Person does not disclose any such Financial Interest, it will be presumed that no such Financial Interest currently exists.

ARTICLE VIII
PERIODIC REVIEWS

To ensure that CJP operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable and are the result of arm’s-length bargaining. This responsibility shall rest with the Committee on Organizational Development.

2. Whether any partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further CJP’s charitable purposes and do not result in inurement or impermissible private benefit. This responsibility shall rest with the Audit Committee.

In conducting the periodic reviews, CJP may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.
ARTICLE IX
USE OF CONFIDENTIAL INFORMATION

An Interested Person may not use his or her position with respect to CJP, or confidential corporate information obtained by him or her relating to CJP, in order to achieve a financial benefit for himself or herself or for a third person, including another not-for-profit or charitable organization.

ARTICLE X
SERVICE ON MULTIPLE BOARDS OF CHARITABLE ORGANIZATIONS

In the event that an Interested Person or member of his or her Family is on the governing board of another charitable organization, the Interested Person shall refrain from participating in any vote in either organization on matters that could involve conflicting interests of CJP and the other organization.

ARTICLE XI
ACCEPTANCE OF GIFTS

An Interested Person or member of his or her Family shall not accept gifts or other favors under circumstances that might lead to an inference that the gift or favor was intended to influence the Interested Person’s decision on a then-pending matter before CJP. An Interested Person may accept non-monetary gifts and customary business amenities, such as meals and entertainment, if the purpose of the gift or amenity is only to create or maintain goodwill rather than to influence a pending business decision of the Interested Person.

ARTICLE XII
AMENDMENT

This policy may be amended only by a majority vote of the Board at a regular or special meeting of the Board. In the event the policy is amended, all Interested Persons shall be provided with a copy of the policy as amended.