

**UNITED JEWISH FEDERATION OF GREATER STAMFORD,  
NEW CANAAN AND DARIEN (UJF)**

**Conflict of Interest Policy  
for Directors and Officers**

**Introduction:** The potential for a conflict of interest exists when UJF directors or officers (each, a “UJF Party”), or members of their immediate families (spouse, children, siblings, parents, in-laws, domestic partners, and the respective spouses of the foregoing or any person residing within one's household) (each, a “Related Party”):

1. Have a financial interest in, business relationship with, or indebtedness to an organization or business (collectively, “Entities”) doing or seeking to do business with UJF; or
2. Accept payments, loans, services or gifts from anyone doing or seeking to do business with UJF; or
3. Are officers, directors, partners, principals, influential employees or consultants to any organization doing or seeking to do business with UJF, but (except as set forth in item 4 below) shall not apply to any not-for-profit organization to the extent of any activities carried on with or on behalf of UJF in furtherance of UJF’s tax-exempt purposes; or
4. Are officers or directors or hold comparable positions with an Affiliated Agency, a National or International Partner, or a Community Partner (each as defined on the UJF website, [www.ujf.org](http://www.ujf.org)), or with any other agency receiving or requesting funds from UJF.

An exception to this potential for conflict of interest is where gifts or transactions have only an insubstantial or de minimis value, or are in the ordinary course of business (matters of daily business custom not related to or intended to influence UJF’s actions) or placement of ads in an ad journal or other sponsorships if at the full, publicly advertised, amount.

With reference to Paragraph 1, a UJF Party has a “financial interest” if he or she or a Related Party has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest of more than five percent (5%) in any entity with which UJF has a transaction or arrangement. In this context, the term “entity” signifies a corporation whose shares are publicly traded. In the case of business entities which are not publically traded, any ownership or investment interest, with no percentage floor, must be disclosed;
- b. A compensation arrangement with any Entity or individual with which UJF has a transaction or arrangement; or
- c. A potential ownership or investment interest of more than five percent (5%) in, or potential compensation arrangement with, any Entity or individual with which UJF is negotiating a transaction or arrangement. In this context, the term

“entity” signifies a corporation whose shares are publicly traded. In the case of business entities which are not publically traded, any ownership or investment interest, with no percentage floor, must be disclosed.

Compensation includes direct and indirect remuneration, as well as gifts or favors.

UJF Parties and Related Parties are likely to be, and indeed should be, persons also having responsible involvement in affairs other than UJF governance. Competent leadership can scarcely be recruited from people entirely free from potential conflicts of interest. At the same time, UJF Parties are fiduciaries, acting for others, not for themselves, and are legally appointed for that purpose. In that light, we believe that it is appropriate for UJF to require that UJF Parties disclose potential conflicts of interest.

Moreover, charities serve a public interest, and are trusted by the community. To preserve this trust, UJF must presume that transactions are not at arm’s-length when they are between persons whose relationship may suggest a potential conflict of interest, and will subject such transactions to a closer scrutiny and more rigorous oversight than would otherwise apply to other transactions, so as to protect UJF from the taint of impropriety, actual or perceived.

To effect and implement these objectives, the following UJF conflict of interest policy is hereby adopted.

**Scope:** The following statement of policy applies to all UJF Parties and Related Parties.

**Fiduciary Responsibility:** UJF Parties serve a public interest role, and have a duty to conduct all affairs of UJF in a manner consistent with this responsibility. All decisions made by UJF Parties are to be made solely on the basis of a desire to promote the best interests of UJF and the public good.

**Policy:** In the event a UJF Party becomes aware of any transaction for UJF that also involves 1) himself or herself or members of his or her immediate family, or 2) an organization, individual or entity with which one or more UJF Parties or members of their immediate families are affiliated, such UJF Party, at his/her first knowledge of the transaction, shall disclose fully the specific nature of the interest or involvement.

**Procedures for Addressing the Conflict of Interest:**

- a. The UJF Party shall inform the President or Chief Executive Officer of the potential conflict of interest.
- b. The President or Chief Executive Officer shall present to the Board of Directors the facts involving such potential conflict of interest. In the event that the potential conflict of interest involves either the President or the Chief Executive Officer, such President or Chief Executive Officer (respectively) shall recuse himself or herself from presenting the issue to the Board of Directors.

- c. After conducting such due diligence which it believes is necessary or appropriate, the Board of Directors shall determine whether or not a conflict of interest exists, and if UJF can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in UJF's best interest and for its own benefit and whether the transaction is fair and reasonable to UJF and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

**Restraint on Participation:** UJF Parties who have disclosed or been found to have a potential conflict of interest in any matter involving transactions with UJF shall refrain from participating in consideration of the proposed transactions, including the handling of the conflict itself, unless requested by the President or Chief Executive Officer (unless recused) to provide information or interpretation concerning the transaction. The person or persons involved shall not vote on such matters and shall not be present at the time of the vote.

**Disclosure:** UJF Parties shall be required to provide an initial, and, thereafter, annual, statement, attesting:

- That they have read and are familiar with this Conflict of Interest Policy; and
- That neither they, nor, to the best of their knowledge, any of their immediate family members, have engaged in the past, are presently engaged, or expect to engage in any activity that constitutes a conflict of interest under this policy.

Disclosures required from UJF Parties under this policy must be directed in writing to the President or the Chief Executive Officer, who will confer with the UJF outside counsel, who together shall be responsible for the administration of this policy. In the case of the President's own disclosure, such disclosure shall be directed to the Chief Executive Officer, who will confer with the UJF outside counsel, and together shall be responsible for the administration of this policy in connection with the President's disclosure.

Any UJF Party who is uncertain about whether a potential conflict of interest exists in any matter may request a decision from the Chief Executive Officer (or the President if the Chief Executive Officer is recused), who will confer with the UJF outside counsel, who together shall be responsible for determining whether a potential conflict exists. Notice of a request shall be provided to the Vice President of Governance. If it is determined that a potential conflict of interest exists, then the matter will be handled in accordance with the procedures set forth above.

**Reporting:** The President and the Chief Executive Officer shall make a report to the Board of Directors, at least annually, listing all conflicts and identifying those that were approved, and the basis upon which approval was given.

Consideration of whether a possible conflict of interest relationship is to be sanctioned and/or transaction entered into that would give rise to a conflict of interest or potential conflict of interest shall be made by the President and the Chief Executive Officer in the light of whether such relationship or transaction serves UJF's best interests, notwithstanding the actual or potential conflict of interest. Past practices shall also be a factor to be weighed in the determination.

**Noncompliance:** It shall be the responsibility of the Vice President of Governance to notify the President of the failure of any UJF Party to comply with this policy, including failure to timely submit the statements required. The President or, in the case involving the President's noncompliance, the Chief Executive Officer shall take such further action as may be appropriate, which may include recommendation to the Board of Directors that such person be removed from office.

**Meeting Minutes:** The following information shall be recorded in the minutes of the meeting of the Board of Directors:

- a. the name of the UJF Party who disclosed or otherwise were 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 of Directors' decision as to whether a conflict of interest in fact existed;
- b. whether UJF can obtain a more advantageous transaction or arrangement that would not give rise to a conflict of interest and if it is in UJF's best interest and is fair and reasonable; and
- c. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Implemented effective December 10, 2014.