

**Excerpt from The Greenwall Foundation’s Conflict of Interest Policy (as of May 18, 2017):  
Conflict of Interest Policy with Respect to Grants**

As tax-exempt organizations, private foundations enjoy extraordinary privilege in American society. They also carry a great responsibility to the public. Directors, Officers, staff members, and other “Covered Persons” (as defined below) share responsibility for maintaining the public trust. No written policy or guide can cover every situation; responsibility for integrity and fairness must be fulfilled through individual compliance with the spirit as well as the letter of the law governing private foundations and by careful and thoughtful adherence to a strict code of ethical behavior.

As used in this policy, the following definitions shall apply:

- **“Covered Persons”** means Directors, Officers, staff members, Faculty Scholars Program Committee (“Review Committee”) members, and other persons (if any) with similar powers or the ability to exercise substantial influence over The Greenwall Foundation (“Foundation” or “The Foundation”).
- **“Relative”** means the immediate family members of a Covered Person, consisting of the Covered Person’s spouse or domestic partner, ancestors, siblings and their spouses or domestic partners, and lineal descendants and their spouses or domestic partners.
- **“Related Entity”** means any entity in which a Covered Person, and/or his or her Relatives, have a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest of more than 5%.
- A **“conflict of interest”** exists when
  - a. A Covered Person takes part in a Foundation decision in which she/he may be unable to remain impartial or maintain objectivity in choosing between the interests of The Foundation and her/his personal interests or the interests of any organization with which the Covered Person is aligned; OR
  - b. A Covered Person uses, or permits others to use, privileged information obtained in the course of Foundation service for personal benefit or gain.

The standards set out in this policy statement are guiding principles, which must be used along with one’s good judgment. Overall, the objective of each Covered Person must be honesty, fairness, and integrity in all aspects of business and personal conduct, with full disclosure – erring on the side of caution – in any situations that are, or may become, conflicts of interest.

It is essential that all material (in a person’s good faith judgment) potential conflicts of interest be disclosed to the Audit and Risk Management Committee Chair or President (who shall inform the Audit and Risk Management Committee Chair) even if ownership is less than the definition of a “Related Entity” under the New York Not-for-Profit Corporation Law (“N-PCL”) noted above. (Because the existence of family relationships, friendships and business and other associations could impair – or be perceived to impair – objective assessment, such relationships should always be disclosed.) After disclosure, the President or the Audit & Risk Management Committee Chair shall ensure that all relevant decision makers are aware of the conflict and the Covered Person (and any Relative or Related Party) should recuse himself or herself from

deliberations and voting on any item which raises a conflict of interest. In addition, such persons should refrain from improperly attempting to influence the deliberations or the vote. In certain circumstances, as described in this policy statement, the Covered Person should also recuse himself or herself from any discussions regarding the matter (other than to provide requested background or respond to questions).

This policy supplements laws that regulate conflicts of interest and impose fiduciary duties, such as a duty of loyalty to The Foundation when conducting Foundation business. Importantly, it supplements Internal Revenue Code and Treasury requirements summarized under Self-Dealing below.

## **AFFILIATIONS WITH GRANTEE ORGANIZATIONS**

Grant requests from organizations with which Covered Persons or their Relatives or Related Entities are officially connected are subject to particularly thorough scrutiny and justification. It is important that grant applicants who have a relationship with a Director or Review Committee member not receive preferential treatment. Even the appearance of an advantage to "insiders" or unfairness can damage the reputation of the Foundation. As a foundation whose mission is bioethics, it is prudent for the Foundation to have the highest standards for addressing such conflicts of interest. Therefore, Directors and Committee members should always disclose conflicts of interest, erring on the side of disclosure in uncertain cases. Relationships to be disclosed include professional and personal relationships with applicants (including mentoring and collaborations). Although appropriate measures will depend on the specific nature of the relationships, some general guidelines can be given. In addition, the Review Committee may elect to impose standards stricter than those set forth herein.

1. Directors and Review Committee members should not vote on a proposal from an applicant with whom they share an institutional affiliation (whether directly or through a Relative). If the only relationship between the Board or Review Committee member (or Relative) and the applicant is an institutional affiliation, the member may still discuss the proposal, except as set forth in #2.
2. If a Board or Review Committee Member (or Relative) serves in an executive position (e.g., the chief executive officer or a board member, director, or trustee) of a prospective grantee organization or is member or oversees the department requesting the grant, s/he should recuse himself or herself from both discussing the proposal and voting on it.
3. In case of more significant conflicts of interest, such as current collaborations or a direct reporting, supervisory, or mentoring relationship with an applicant (whether directly or through a Relative), a conflicted Board or Review Committee member should recuse himself or herself from both discussing the proposal and voting on it.
4. The Foundation generally will not make grants for projects in which a Director or a Committee member or his or her Relative is directly participating, unless the Board determines that such person's participation in the project is essential to its success. If a grant for the project was approved prior to the Director or Committee Member assuming his or her position with the Foundation, any further payments on the grant shall only be made upon approval of the Board, with recusal of the conflicted person from discussion and voting. In no case may grant funds be used directly or indirectly to contribute to a Director's, Committee member's or their Relatives' compensation from the grantee organization.

Because not every relationship can be covered by guidelines, Board and Review Committee members need to use discretion and judgment and, if necessary, consult with the Board Chair or the Chair of the Audit and Risk Management Committee. In cases of doubt, the prudent course is recusal from voting and discussion of the proposal.

To implement this policy, staff will remind the Board or Committee of the need for disclosure and recusal.

Staff members who have a relationship with a potential grantee (directly or through a Relative) are required to disclose such relationship to the President, even if they are not involved in the grant approval process. The President will determine what steps, if any, should be taken on a case-by-case basis to avoid such person having any undue influence over the grant process.

The Foundation's Conflict of Interest Policy with respect to grants will be posted on the Foundation website to promote transparency.