



**KELLY CENTER FOR HUNGER RELIEF
BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM**

In their capacity as directors, the members of the Board of Directors (the “Board”) of the KELLY CENTER FOR HUNGER RELIEF must act at all times in the best interests of KELLY CENTER FOR HUNGER RELIEF. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

CONFLICT OF INTEREST POLICY

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of KELLY CENTER FOR HUNGER RELIEF. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of KELLY CENTER FOR HUNGER RELIEF.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member’s obligations to KELLY CENTER FOR HUNGER RELIEF and the Board member’s personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to KELLY CENTER FOR HUNGER RELIEF. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or KELLY CENTER FOR HUNGER RELIEF Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the KELLY CENTER FOR HUNGER RELIEF Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the KELLY CENTER FOR HUNGER RELIEF Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The KELLY CENTER FOR HUNGER RELIEF Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.



5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the KELLY CENTER FOR HUNGER RELIEF Executive Committee, as well as all other conflict information provided by Board members.

ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the KELLY CENTER FOR HUNGER RELIEF Board Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a KELLY CENTER FOR HUNGER RELIEF Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the KELLY CENTER FOR HUNGER RELIEF Board President and Executive Director in writing.

Disclosure of Actual or Potential Conflicts of Interest:

Board Member Signature: _____

Board Member Printed Name: _____

Date: _____

(Provided by: Jeffrey S. Tenenbaum, Esq. Venable LLP Washington, D.C. 202/344-8138 - jstenenbaum@venable.com)