



the campaign to prevent unplanned pregnancy

**THE NATIONAL CAMPAIGN TO PREVENT
TEEN AND UNPLANNED PREGNANCY
d/b/a POWER TO DECIDE**

Conflict of Interest Policy

This Conflict of Interest Policy of Power to Decide is designed to assist Power to Decide's (i) directors, (ii) employees, and (iii) members of any committee that has been delegated powers by the Board of Directors (a "*Committee Member*") to identify any situation that presents a conflict of interest or the appearance of a conflict of interest. This Policy is intended to provide Power to Decide, when considering whether a transaction or arrangement benefits or has the potential to benefit the private interest of any such individual, with a process to guide its decision-making that is in accordance with legal requirements, facilitates effective governance, and maintains public trust.

- I. Definitions. As used in this Policy, the terms below have the following meanings:

"Financial Interest": A person has a financial interest if such person has, directly or indirectly, through business, investment or family: (i) an ownership or investment interest of such person in any entity with which Power to Decide has a transaction or arrangement, (ii) a compensation arrangement of such person with Power to Decide or with any entity or individual with which Power to Decide has a transaction or arrangement, or (iii) a potential ownership or investment interest of such person in any entity, or compensation arrangement of such person with any entity or individual, with which Power to Decide is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration, and gifts or favors that are not insubstantial.

"Interested Person" means any of Power to Decide's directors, employees, or Committee Members who have a Financial Interest.

"Related Party" means: (i) any member of an Interested Person's immediate family, which includes spouse, minor children, and all other dependents; (ii) any estate or trust of which the Interested Person serves as a trustee, executor or in a similar capacity, or of which the Interested Person and members of such person's immediate family collectively own 50% or more of the total beneficial interest thereof, and (iii) any corporation, partnership, joint venture or other organization in which the Interested Person or members of such person's immediate family collectively own 50% or more of the equity interest.

II. Statement of Policy.

- A. *Duty to Power to Decide.* Each director, employee, and Committee Member has (1) a fiduciary duty to place the interests of Power to Decide foremost in any dealings such person has with or on behalf of Power to Decide and (2) in connection with such duty, an ongoing responsibility to comply with this Policy, as in effect from time to time, for so long as such person serves Power to Decide.
- B. *Conflict of Interest.* A conflict of interest, or the appearance of a conflict of interest, may exist if a person has an interest (whether financial or otherwise) in a transaction or arrangement to which Power to Decide is a party or is proposed to be a party. To avoid a conflict of interest or the appearance of a conflict of interest, it is the policy of Power to Decide that:
1. No director, employee, or Committee Member shall use such person's position, or any knowledge or information gained therefrom (a) in a manner that would give rise to a conflict, or the appearance of a conflict, between the interests of Power to Decide and such person's personal interests, (b) for personal profit, advantage or gain or (c) for the profit, advantage, gain or other benefit of a Related Party.
 2. The conduct of private business or personal services between any director, employee, Committee Member or Related Party, on the one hand, and Power to Decide, on the other hand, is prohibited, except such business or services that are disclosed, and approved, in accordance with Article III (*Procedures*) of this Conflict of Interest Policy.
 3. No director, employee, or Committee Member shall obtain for such person, or a Related Party or close associate of such person, a material interest of any kind from such person's association with Power to Decide.
- C. *Confidentiality.* Each director, employee, and Committee Member shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts of interest, which might be adverse to the interests of Power to Decide. No director, employee, or Committee Member shall disclose or use information relating to the business of Power to Decide for such person's personal profit, advantage or gain, or the personal profit, advantage, gain or other benefit of a Related Party of such person.

III. Procedures.

- A. *Annual Disclosure Statement.* Each director, employee, and Committee Member annually shall complete, execute and deliver to Power to Decide

on or prior to April 30 of each calendar year the attached "*Potential Conflict of Interest Annual Disclosure Statement*" form, which shall be maintained in Power to Decide's records and be available for review by any member of the Board of Directors.

- B. *Ad hoc Disclosure.* In addition to annual disclosures, certain situations require ad hoc disclosures. Each director, employee, and Committee Member shall notify Power to Decide's Chief Executive Office and Chief Operating Officer of any transaction or arrangement that might be an actual or potential conflict of interest under this Policy within 30 days of the initiation of such transaction or arrangement. Such disclosure shall be made known to the Executive Committee for consideration and vote to determine whether a conflict of interest exists in actuality or appearance.
- C. *Disclosure of Conflict or Possible Conflict.* In connection with any actual or possible conflict of interest and before any discussion in the presence of an Interested Person (or a person who may potentially be an Interested Person) of a transaction or arrangement in which such person may have an interest, such Interested Person (or potential Interested Person) shall make full disclosure (including the nature and extent) of such interest to the Board of Directors, the Executive Committee or such other Committee considering the proposed transaction or arrangement.
- D. *Determination of the Existence of a Conflict.* After full disclosure of an interest and discussion regarding such interest with the Interested Person, the Board of Directors, the Executive Committee or such other Committee considering the proposed transaction or arrangement shall review the matter and determine by vote whether there exists a conflict of interest or the appearance of a conflict of interest. Such review and vote shall be made at a meeting at which the Interested Person is not present, and such vote shall be of the disinterested members of the Board of Directors, the Executive Committee or such other Committee considering the proposed transaction or arrangement.
- E. *Addressing a Conflict.* In the event the Board of Directors, the Executive Committee or such other Committee considering the proposed transaction or arrangement determines there is a conflict of interest, the Executive Committee shall proceed as follows to attempt to resolve any potential or actual conflict and, in the absence of resolution, refer the matter to the Board of Directors for resolution.
 - 1. Any member of the Executive Committee (or the Board of Directors) who is aware of a potential conflict of interest with respect to any matter coming before the Executive Committee (or the Board of Directors) shall not participate in any discussion of or vote in connection with the matter.
 - 2. The Interested Person may make a presentation to the Executive Committee (or the Board of Directors), provided that such person

is not present during the Executive Committee's (or Board's) discussion of and vote on such transaction or arrangement.

3. The Executive Committee (or the Board of Directors) shall exercise its due diligence to determine what alternatives to the proposed transaction or arrangement may be available to Power to Decide.
 4. After the exercise of its due diligence, the Executive Committee (or the Board of Directors) shall determine whether Power to Decide can with reasonable efforts obtain from a person or entity that would not give rise to a conflict of interest a transaction or arrangement that is more advantageous than the proposed transaction or arrangement.
 5. If a more advantageous transaction or arrangement cannot reasonably be obtained under circumstances not producing a conflict of interest, the Executive Committee (or the Board of Directors) shall determine by a majority vote of the disinterested members of the Executive Committee (or the Board of Directors) whether the transaction or arrangement is in Power to Decide's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- F. *Conflicts Involving Compensation.* A voting member of (1) the Board of Directors who receives compensation, directly or indirectly, from Power to Decide for services, or (2) any committee with authority over compensation matters who receives compensation, directly or indirectly, from Power to Decide for services, shall not vote on matters regarding such member's compensation. No person identified in the foregoing sentence, however, is prohibited from providing information to the Board of Directors or any such committee.
- G. *Violations.* If the Board of Directors, the Executive Committee or such other Committee considering the proposed transaction or arrangement has reasonable cause to believe a person has failed to disclose an actual or possible conflict of interest, it shall notify the person of the basis for such belief and provide such person with an opportunity to be heard regarding the alleged failure to disclose. If, after such hearing and (if appropriate) further investigation, the Board of Directors (or such Committee) determines such person has failed to disclose, appropriate disciplinary and corrective action, as determined by the Board of Directors, shall be taken.
- H. *Periodic Reviews.* Periodic reviews shall be conducted to ensure that Power to Decide operates in a manner consistent with its purposes and in compliance with its tax-exempt status, which shall, at a minimum, include: (1) whether all agreements and arrangements that Power to

Decide has entered into conform to its written policies, are properly recorded, reflect reasonable economic terms, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction; and (2) whether compensation arrangements and benefits are reasonable, based upon criteria set by the Board of Directors.

- I. *Records.* The minutes of the Board of Directors and all committees with board delegated powers shall include, at a minimum: (1) the names of persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of such interest, the action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed; (2) the names of persons who were present at any discussion and vote relating to the transaction or arrangement, the content of such discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings; and (3) the proceedings and determinations, including any disciplinary and corrective action taken, regarding any alleged or actual violations of this Policy.

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Potential Conflict of Interest Annual Disclosure Statement

I have received a copy of the *Conflict of Interest Policy* of Power to Decide (the "Policy"), and have read and understand, and agree to comply with, the Policy. I further understand that Power to Decide is charitable and in order to maintain its federal tax-exempt status it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

To the best of my knowledge and belief, except as disclosed below, neither I nor any person or entity with whom I have or had (i) a personal or business relationship is engaged in any transaction or activity or has any relationship that is prohibited by the Policy, and (ii) a personal business, or compensated professional, relationship has engaged in any transaction to receive any gifts, favors or benefits that are prohibited by the Policy.

_____ Without exception

_____ Except as described in the attached statement

Date: _____

Signature: _____

Name: _____
(please print)

Position: _____
(e.g., Director, Officer, Executive Committee Member, etc.)