



The Chicago Bar Foundation
Conflict of Interest Policy
As Revised June 2, 2008

1. An officer, director, or employee of The Chicago Bar Foundation (“the Foundation”) shall have a conflict of interest, for purposes of this Policy, and shall abstain from voting or otherwise taking action on matters before the Foundation in the following situations:

- A. When the officer, director, or employee (or any member of the officer’s, director’s, or employee’s immediate family or household) is on the board or staff of an organization that would be directly or materially affected by the decision of the Foundation on a particular matter;
- B. When the officer, director, or employee (or any member of the officer’s, director’s, or employee’s immediate family or household) personally would be directly or materially affected by the decision of the Foundation on a particular matter; or
- C. When the officer, director, or employee otherwise determines in good faith that he or she would be unable to act impartially on the matter for any reason.

2. In the event an officer, director, or employee determines he or she has a conflict of interest on a particular matter, he or she shall disclose the conflict to the Board of Directors of the Foundation (or, in the case of an employee other than the Executive Director, to the Executive Director). After responding to any questions, he or she shall leave the room during the discussion and vote on the matter, unless a majority of the disinterested directors present determines otherwise. Resolution of the matter shall be determined by a majority of the disinterested directors of the Foundation present at the meeting.

3. Notwithstanding the foregoing, in the event the Executive Director determines that he or she has a conflict of interest on a particular matter that is not before the Board of Directors, he or she shall disclose the conflict to the President. Following

any such disclosure, the President shall determine a course of action to manage the conflict.

4. To help assure full disclosure of any actual or potential conflicts of interest:

A. Each officer, director, and employee of the Foundation shall disclose all memberships on boards, offices held, or other affiliations that Foundation officer, director, or employee (or members of his or her immediate family or household) has had within the previous 12 months or reasonably expects to have within the next 12 months with any organizations, groups, agencies or other entities:

- i. that have received a grant or other support from the Foundation within the past 12 months, or
- ii. that officer, director, or employee reasonably believes may request or receive a grant or other support from the Foundation within the next 12 months.

B. Annually, each officer, director, and employee of the Foundation shall sign and give to the President of the Foundation a disclosure form (i) acknowledging that he or she is aware of and has read the Foundation's Conflict of Interest Policy, and (ii) containing the information described in paragraph A, if any. If, subsequent to any that annual disclosure (but prior to execution of a new annual disclosure form), a Foundation officer, director, or employee becomes aware of a relationship required to be so disclosed, that individual shall promptly make the required disclosure by providing the President of the Foundation with a signed statement (or revised disclosure form) identifying the organization, group, entity, etc., and describing the nature of the relationship.