

The Domestic and Foreign Missionary Society
Conflict of Interest Policy Statement and Disclosure Form

In accordance with the provisions of a resolution adopted by Executive Council on June 12, 2014:

I. Purpose

The purpose of this Policy is to protect the interests of the DFMS and to provide guidelines for handling perceived, potential or actual conflicts of interest.

II. Definitions

A. Affiliate or Affiliated Organization is any entity controlled by, in control of, or under common control with DFMS. (References to DFMS herein are intended to also include its affiliates and affiliated organizations.)

B. Conflict of Interest is any circumstance described in Section IV of this Policy.

C. Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by DFMS. The making of a gift to DFMS is not a Contract or Transaction.

D. Covered Individual includes the following:

- All members of Executive Council, including its Committees and Task Forces
- All members of Committees, Commissions, Agencies, Boards and Task Forces of General Convention
- All officers and employees of DFMS, including Consultants and Contracted Staff Persons.

E. Related Party means any Covered Individual, any Affiliate, any relative of a Covered Individual, or any entity in which a Covered Individual, Affiliate or relative of a Covered Individual has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%.

F. Related Party Transaction means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which DFMS or any affiliate of DFMS is a participant.

G. Relative means a Covered Individual's spouse, ancestors, brothers and sisters (whole or half-blood), children (natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren and great-grandchildren or a domestic partner.

III. Responsibility of Covered Individuals

Covered Individuals shall:

- Rather than promoting the personal or pecuniary interest of themselves, or of someone else or such interests of another entity, promote the best interests of DFMS and its affiliated organizations at all times;
- Conduct their activities in such a way to avoid any appearance of, or actual, loss or embarrassment to DFMS and its affiliated organizations that might arise from improper influence on business decisions of DFMS;
- Avoid disclosure or private use of information regarding the business affairs or plans of DFMS;
- Be aware of and guided by the policy of DFMS with regard to conflicts of interest.

IV. Conflicts of Interest Defined

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest.

- A. Accept or undertake to accept an emolument or gift, a loan (except from an established financial institution at standard, commercial rates available to the general public), entertainment, favors, or similar benefits of more than a nominal value (\$100 per incident or \$200 accumulated annually from the same service provider or grantee) from any person or organization seeking to do business with, doing business with, under contract to, or having done business with or been under contract to DFMS;
- B. Serve as a director, officer or key employee in a position to exercise substantial influence over the affairs of any outside entity (e.g., corporation, unincorporated business, limited partnership) that is or has been under contract to, or is seeking to do, is doing, or has done business with DFMS.
- C. Fail to disclose in good faith the material facts concerning a Related Party Transaction;
- D. Act as an agent for or a representative of an entity or person that is in negotiations with DFMS for the services of that entity or person;
- E. Furnish investment or managerial advice or services to DFMS if his/her principal outside occupation is the investment and/or management of funds or property, except as a member of the Investment Committee of The Executive Council of The DFMS;
- F. Knowingly act as a fiduciary, whether executor, trustee, guardian, conservator, committee member, or custodian of any fund, trust, or estate, in which DFMS has a beneficial interest;
- G. Fail to disclose actual knowledge of a relative's conflict or potential conflict as defined herein.
- H. Disclose any confidential information about DFMS, not required by the nature of the services provided, to any outside entity or person, for personal profit, advantage, or any other reason.

V. Disclosure Procedure

- A. All Covered Individuals are to read, acknowledge receipt of and acquiesce to the terms of the foregoing Policy and make a full and prompt disclosure of any and all instances of potential conflict of interest, as defined herein, to the Joint Audit Committee of the Executive Council/DFMS ("Audit Committee"). Such disclosure shall be made by the submission through the Executive Office of the General Convention to the Audit Committee of a Conflict of Interest Report ("Report") (see attached form) 1) within thirty (30) days of the Covered Individual coming under the scope of the Policy ; 2) for all Covered Individuals except for DFMS employees, prior to the first meeting of each year thereafter; 3) for all DFMS employees, annually; 4) not less than fifteen (15) days after he/she has reason to believe that a particular situation or circumstance heretofore unreported might be construed as a conflict of

interest or b) a particular situation or circumstance heretofore reported, but not at that time determined to be a conflict of interest, might now be so construed; 5) as soon as a new affiliation with DFMS begins; and 6) upon revisions of this Policy.

- B. The Audit Committee shall a) examine all disclosures, b) determine whether a conflict did, does or will exist, and c) propose remedial action. In its review of a potential conflict, the Audit Committee shall document the existence and resolution of the conflict in its minutes of any meeting at which the conflict was discussed and voted upon. The Audit Committee shall make reasonable efforts to resolve in a timely manner any conflict that it determines does exist and shall provide in a timely manner a report to the Executive Council which shall summarize all reported conflicts and the final resolution, if any, of such conflicts. The Executive Council shall be responsible for determining the final disposition of all matters contained in the report of the Audit Committee.

If a conflict of interest is established, the affected group shall be notified through its chair of the existence of the conflict and the Covered Individual with the conflict of interest shall not be allowed to be present or participate in the Executive Council/DFMS deliberation or vote on the matter giving rise to such conflict and shall be prohibited from improperly influencing the deliberation or voting on the matter giving rise to such conflict.

- C. All information disclosed by a Covered Individual pursuant to the provisions of this Policy shall be treated as confidential, except for situations and circumstances in which the Audit Committee or DFMS may be compelled to reveal all or part of that information in order to protect its interests. In such situations or circumstances, the Covered Individual who disclosed the information shall be given prior notice.

VI. Applicability of Policy

Any separately incorporated affiliated organization which administers its own Conflict of Interest Policy is not covered by this policy.

Conflicts of Interest Disclosure Form

TO: Joint Audit Committee of the Executive Council/DFMS

FROM:

TITLE:

AFFILIATIONS(S): _____

DATE:

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Reporting no Conflicts of Interest: I acknowledge receipt of, have read and acquiesce to the terms of the *Conflict of Interest Policy Statement* of DFMS and acknowledge my fiduciary duty to DFMS. To the best of my belief and knowledge, neither I nor any relative is pursuing any interest, has any connection, or within the past year engaged in any activity that conflicts with the interests of DFMS as they are defined in the Policy Statement. I do so now stipulate without exception or qualification:

(Signed)

Members of the Committee on Investments: Reporting no Conflicts of Interest: Because my principal occupation is the management of investments and/or real property, I have been appointed to the Committee on Investments. To the best of my belief and knowledge I have not in the past year influenced or attempted to influence the selection of brokerage firms or influenced the purchase or sale of securities in the investment portfolios of DFMS. I do so now stipulate without exception or qualification:

(Signed)

(Print name of employer)

Reporting Potential Conflicts of Interest: I have read the *Conflict of Interest Policy Statement* of DFMS and acknowledge my fiduciary duty to it. Based on my understanding of this document I am now reporting the following potential conflict(s) of interest. On the attached sheet(s) I am setting forth the details for your information and review.

(Signed)