

Members of the Winthrop University Foundation Board of Directors are expected:

- (1) to avoid conflicts between their personal interests or other significant business interests and the interests of the Foundation;
  - (2) to disclose any personal interest or other significant business interest that may conflict with the interests of the Foundation;
  - (3) to refrain from voting or otherwise influencing a decision of the Foundation on any matter in which such a conflict exists;
  - (4) to avoid the misuse of nonpublic information, acquired as a director, for personal gain or for the benefit of any entity or person; and
  - (5) to refrain from soliciting or accepting for personal use or the benefit of any entity or person any gift, loan, reward, promise of future employment or anything else having a value of \$100 or more.
1. **Scope.** The following statement of policy applies to each member of the board and to all staff of the Winthrop University Foundation, Inc. (Foundation or Board), whom together shall be referred herein as “Member” or “Members.” It is intended to serve as guidance for all persons volunteering or employed by the Foundation in positions of significant responsibility including directors and Ex officio Directors.
  2. **Fiduciary Responsibilities.** Members of the board, officers and employees of the Foundation serve the public trust and have a clear obligation to fulfill their fiduciary duty of loyalty in a manner consistent with this fact. This fiduciary duty and all decisions of the Board and officers are to be made solely on the basis of a desire to promote the best interests of the Foundation and the public good. The Foundation’s integrity must be protected and advanced at all times.

The Foundation recognizes, however, that Members may have personal, family, financial or business relationships with other organizations or individuals and that from time to time those other organizations and individuals may do business with or become involved in transactions with the Foundation, or aspire to do so. In those situations, there may exist an actual or potential conflict of interest between a Member’s obligations to the Foundation and his or her relationship to or interest in the other organization or with the other individual. Although most such potential conflicts that arise will be deemed to be inconsequential, it is everyone’s responsibility to ensure that the Board is made aware of situations that involve personal, familial, or business relationships that could be troublesome for the Foundation. The Board requires each director and staff officer annually (1) to review the policy; (2) to disclose any possible personal, familial, or business relationships that reasonably could give rise to a conflict involving the Foundation; and (3) to acknowledge by his or her signature that he or she is in compliance with the letter and spirit of this policy.

- a. *Disclosure.* Annually, each Member shall, on the attached disclosure form, disclose interests or affiliations of such Member which give rise to, or may give rise to, a conflict of interest or an appearance of a conflict of interest in the context of a Member’s service on the [Investment] Committee on behalf of the Foundation. Such interests or affiliations shall include, but not be limited to, outside employment, officerships, directorships, trusteeships, advisory board memberships, committee or commission memberships, partnerships, or service arrangements which might in fact or in appearance conflict with such Member’s







Winthrop University Foundation, Inc.  
Disclosure Form for Directors and Officers

1. Are you, or a member of your family, a director, officer, employee, partner, trustee, or controlling stockholder of an organization that does substantial business with the Foundation or with Winthrop University?

YES \_\_\_\_\_ NO \_\_\_\_\_

If YES, please describe in detail.

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2. Are you, or a member of your family, (1) the actual or beneficial owner of more than 5 percent of the voting stock or controlling interest of an organization that does substantial business with the Foundation or with Winthrop University (2) do you, or a member of your family, have other direct or indirect dealings with such an organization from which you or a member of your family benefits directly, indirectly, or potentially from cash or property receipts totaling \$10,000 or more annually?

YES \_\_\_\_\_ NO \_\_\_\_\_

If YES, please describe in detail.

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I certify that the foregoing information is true and correct to the best of my knowledge, and that I have read and agree to abide by the terms of the Conflict of Interest Policy adopted by the Board of Directors of the Winthrop University Foundation, Inc..

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date