Childspring International
Conflict of Interest Policy

Policy on Conflicts of Interest and Disclosure of Certain Interests

This conflict of interest policy is designed to help directors, officers and employees of Childspring International identify situations that present potential conflicts of interest and to provide Childspring International with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director, officer or employee has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. **Conflict of Interest Defined**. For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:
    a. Outside Interests
        i. An Agreement or Transaction between Childspring International and a Responsible Person
        ii. An Agreement or Transaction between Childspring International and an entity in which a Responsible Person has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative.

    b. Outside Activities
        i. A Responsible Person competing with Childspring International in the rendering of services or in any other Agreement or Transaction with a third party
        ii. A responsible Person's having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator or other legal representative or, or consultant to; an entity or individual that competes with Childspring International in the provision of services or in any other Agreement or Transaction with a third party

    c. Gifts, Gratuities and Entertainment. A Responsible Person accepting gifts, entertainment or other favors from any individual or entity that:
        i. does or is seeking to do business with, or is a competitor of Childspring International; or
        ii. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from Childspring International;
        iii. is a charitable organization;
        iv. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the

acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of Childspring International.

2. **Definitions.**
    a. A "Conflict of Interest" is any circumstance described in Part 1 of this policy.
    b. A "Responsible Person" is any person serving as an officer, employee or member of the board of directors of Childspring International.
    c. A "Material Financial Interest" in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would or reasonably could, affect a Responsible Person's judgement with respect to transactions to which the entity is a party. This includes all forms of compensation.
    d. An "Agreement 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 or the establishment of any other type of pecuniary relationship by Childspring International within the meaning of this document

3. **Procedures.**
    a. Before board or committee action on an Agreement or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
    b. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
    c. A person who has Conflict of Interest shall not participate in or be permitted to hear the boards or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
    d. A person who has a Conflict of Interest with respect to an Agreement or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The person having a conflict of interest may not vote on the Agreement or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the board of directors of Childspring has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the board of directors.
    e. Responsible Persons who are not members of the board of directors of Childspring International, or who have a Conflict of Interest with respect to an

Agreement or Transaction that is not the subject of board or committee action, shall disclose to the Chair or the Chair's designee any Conflict of interest that such Responsible Person has with respect to an Agreement or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Responsible Person. The Responsible Person shall refrain from any action that may affect Childspring International's participation in such agreement or transaction

In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the Chair or the Chair's designee, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

4. **Confidentiality.** Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with such status or information the disclosure of which might be adverse to the interest of Childspring International. Furthermore, a Responsible Person shall not disclose or use information relating to the business of Childspring International for the personal profit or advantage of the Responsible Person or the Responsible Person's company.
5. **Review of Policy**.
    a. Each new Responsible Person shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
    b. Each Responsible Person shall annually complete a disclosure form identifying any relationships, positions or circumstances in which the Responsible Person is involved that he or she believes could contribute to a Conflict of Interest arising. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization or ownership of a business that might provide goods or services to Childspring International. Each responsible Person should also disclose to the board of directors any potential Conflict of Interest that may arise during the course of the year between the submission of annual disclosure forms. Any such information regarding business interests of a Responsible Person shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
    c. This policy shall be reviewed annually by each member of the board of directors. Any changes to the policy shall be communicated immediately to all Responsible Persons.

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I_____hereby certify that I have read, understand

(Print name)

and am in compliance with the terms of the foregoing “Conflict of Interest Policy.”

Date: _____

Signature: _____

Title: _____