

**SUSAN G. KOMEN
CONFLICT OF INTEREST POLICIES
(Rev. 11/10/15)**

Every board member, officer, committee member, grant application reviewer and employee (individually and collectively "Individual") of Susan G. Komen (the "Organization") shall avoid any conflict between his/her personal, professional or business interests and the interests of the Organization in all actions taken by or on behalf of the Organization. To implement this principle and to establish clear guidelines, the following Conflict of Interest Policy has been adopted by the Organization's Board of Directors.

Conflict of Interest Policy

1. No Individual shall, either directly or indirectly, engage in any outside business, financial or professional transaction or other activity that conflicts with the interests of the Organization. This includes, but is not limited to, use of confidential information in ways that conflict with the interests of the Organization or could lead to, or appear to lead to, personal or institutional gain or advantage. Each Individual shall place the best interest of the Organization foremost in any dealings relating to the Organization, and shall not use his or her relationship with the Organization in any way that will inure to his or her personal benefit. Each Individual shall at all times act with decorum, honesty, and integrity and in accordance with the highest ethical standards.
2. No Individual shall solicit or accept business related gifts, favors, payments, hospitality or other thing of value from anyone that might influence his or her decision making or actions affecting the Organization. This does not extend to gifts or entertainment of a "de minimis" nature provided on a customary basis. "De minimis," for purposes of this policy, means gifts with a value of less than \$100.00.
3. No Individual (or any person or entity with whom such Individual has a family or business relationship) shall have a direct or indirect financial interest in, or receive compensation as a result of, transactions with an individual or organization if the Individual knows or reasonably should know that the individual or organization:
 - a. provides the Organization services, supplies, materials or property;
 - b. receives products or materials from the Organization; or
 - c. has any other contractual relations or business dealings with the Organization;

except with prior written approval of the Organization's Board of Directors or its designee after full disclosure of all relevant information. The financial interests set forth above do not include interests in corporations listed on a national stock exchange or traded over the counter, provided that the financial interest is one percent or less of that corporation's outstanding shares.

4. All potential conflicts of interest shall be disclosed at the earliest possible time. If any Individual (or any person or entity with whom such Individual has a family or business relationship), has or is about to assume any direct or indirect financial interest in, or relationship to, any individual or organization that proposes to enter into a transaction with the Organization, such Individual shall provide prompt written notice of such interest or relationship to Komen's Board of Directors or its designee (which shall document the conflict in the Board's minutes). When a conflict or potential conflict exists, the affected Individual shall abstain from voting or acting upon the pertinent item, withdraw from the meeting, and abstain from participating in or informally influencing the decision making process, except to provide factual information upon request. Further, the Individual shall be prohibited from representing the Organization or otherwise participating in the transaction, except with the prior written approval of the Board of Directors or its designee after disclosure of all relevant information.
5. The term "financial transaction" used in this policy shall not be construed to include a charitable contribution or a charitable pledge to the Organization, or a split interest gift arrangement such as a gift annuity, charitable remainder trust or charitable lead trust. Only the law or, as provided herein, the Board of Directors may override the provision of this policy. This policy shall not be construed to limit any conflict of interest provision (whether or not it is explicitly designated as such) in the Bylaws of the Organization.

Disclosure Statement

At (a) the beginning of each term of office for office holders; (b) the beginning of each fiscal year for non-office holders; or (c) the date on which the Individual becomes associated with the Organization if subsequent to the applicable date in subpart (a) or (b), every Individual shall sign and file with the Secretary of the Organization a disclosure statement in the form attached hereto that will be kept on file with the Organization's records. The information provided in the disclosure statement will be used by the Organization solely in the administration of its Conflict of Interest Policy, and by providing the requested information, each Individual consents to this use.

Penalties

The penalties for violation of this policy may include, but are not limited to: criminal prosecution, and, for employees, disciplinary action up to and including termination of employment.

DISCLOSURE STATEMENT

I have read, understood and agree to abide by Susan G. Komen (the "Organization") Conflict of Interest Policy

To the best of my knowledge, except as disclosed herewith or in a previous disclosure statement, neither I nor any person with whom I have a family or business relationship has any interest in or has taken any action that would contravene the Conflict of Interest Policy. Further, I have not used confidential information in any way that conflicts with the interests of the Organization or could lead to, or appear to lead to, personal or institutional gain or advantage.

To the best of my knowledge, except as disclosed herewith or in a previous disclosure statement, I have not solicited or accepted any prohibited item referenced in Section 2 of the Conflict of Interest Policy.

To the best of my knowledge, except as disclosed herewith or in a previous disclosure statement, neither I nor any person or entity with whom I have a family or business relationship has a direct or indirect financial interest in, or has received compensation resulting from, any transaction with any individual or organization referenced in Section 3(a)-(c) of the Conflict of Interest Policy.

To the best of my knowledge, except as disclosed herewith or in a previous disclosure statement, neither I nor any person or entity with whom I have a family or business relationship has a direct or indirect financial interest in or relationship to any individual or organization that proposes to enter into a transaction with the Organization as referenced in Section 4 of the Conflict of Interest Policy.

If I find that I or any person or entity with whom I have a family or business relationship has a direct or indirect financial interest in or relationship to any individual or organization that proposes to enter into a transaction with the Organization, I will make full disclosure to the Board of Directors of the Organization of such interest before any discussion or negotiation of such transaction and shall not be present for any discussion or vote, or exert any personal influence or take any other action in connection with the matter, except to provide factual information upon request.

Frequently Asked Questions from FY 2015 COI Employee Update

Q: I completed a Conflict of Interest form when I was hired that was just a few weeks (months) ago. Why do I need to do this again?

A: Policy requires every individual to complete a Conflict of Interest form upon hire and at the beginning of each fiscal year and update the disclosure from time to time during the year as necessary. This is the FY 2015 disclosure statement.

Q: Who is covered by the Conflict of Interest disclosure requirements?

A: All Board members, officers, committee members, grant application reviewers and employees of Susan G. Komen.

Q: What is a conflict of interest?

A: The term "conflict of interest" refers to situations in which business or other personal interests of an individual are potentially at odds with the best interests of Komen. This includes, but is not limited to, the use of confidential information that could lead to or appear to lead to personal or institutional gain or advantage. Thus, situations where conflicts of interests exist may affect the individual's judgment in carrying out his or her responsibilities to Komen and must be disclosed.

Q: Does the policy only apply to me, or does it also apply to my family members?

A: It applies to both. If either you or one of your family members has a business or personal interest that may pose a potential conflict, you must disclose that interest to the Board in writing.

Q: Why am I being asked to sign a conflict of interest disclosure statement?

A: The disclosure statement gives Komen a written record of individuals' outside business or personal interests that may pose a potential conflict with Komen's interests. This record helps to ensure that Komen decisions are made in an objective and informed manner, and that individuals voting on a decision are aware that another individual's interests may be affected. The disclosure statement also protects the person making the disclosure by providing written evidence that the disclosure was properly made.

Q: What should I do if I have a conflict of interest with one of Komen's existing business relationships?

A: You must disclose the conflict in writing to the Board of Directors or its designee as soon as you become aware of it, and either (1) obtain the Board's approval to maintain the outside business or personal interest that created the conflict or (2) forego the outside interest in order to eliminate the conflict. If the Board authorizes you to maintain the outside interest, you must refrain from representing Komen or otherwise participating in the business relationship without Board approval.

Q: What should I do if I have a conflict of interest with a proposed business relationship or transaction?

A: You must disclose the conflict in writing to the Board of Directors or its designee as soon as you become aware of it, and must withdraw from any meeting at which the proposed business relationship or transaction is discussed. You must not vote on the matter or otherwise attempt to influence the decision making process, although you may provide factual information if asked to do so. If Komen elects to move forward with the business relationship or transaction, you must refrain from representing Komen or otherwise participating in the relationship or transaction unless the Board authorizes you to do so.

Q: What if I don't realize I have a conflict until after I've already participated in the decision making process with respect to a business relationship or transaction?

A: You must immediately make a written disclosure so that the Board can determine whether it is necessary to reevaluate the relationship or transaction in light of the conflict.

Q: I'm not sure if I have a conflict. What should I do?

A: If you are uncertain whether a particular outside business or professional relationship actually poses a conflict, disclose it in writing so that a proper evaluation can be made.

Q: Does disclosing a conflict of interest mean I've done something wrong?

A: No, quite the opposite. By disclosing a potential or actual conflict, you are helping to ensure that Komen's decision making process is above reproach and that decisions are made in an objective manner, consistent with our commitment to fiscal responsibility. Conflicts of interest themselves are not a problem, as long as they are properly disclosed in a timely manner.

Q: May I accept gifts from third parties who do business—or who want to do business—with Komen?

A: Generally, no. It is impermissible to solicit or accept gifts or other things of value from a third party if doing so might affect your decision making with respect to a particular business relationship or transaction. Note, however, that it is permissible to accept nominal gifts valued at less than \$100.00 provided on a customary basis (e.g., a \$50.00 fruit basket from an existing vendor at the holidays).