

THE NEW YORK SOCIETY FOR THE PREVENTION OF CRUELTY TO CHILDREN

CONFLICT OF INTEREST POLICY FOR BOARD OF DIRECTORS AND KEY PERSONNEL

The purpose of the conflict-of-interest policy is to protect The New York Society for the Prevention of Cruelty to Children (“The Society”) interest when its contemplating entering into a transaction or arrangement that might benefit the private interest of a Board member or key personnel of The Society.

The members of the Board of Directors and key personnel of The Society understand the importance of avoiding any situations that will present a conflict of interest, and further understand that when they arise, they will be careful to safeguard their responsibility as members of the Board of Directors and key personnel.

A conflict of interest arises when a Board member or employee either individually or through family relationship, has a direct or indirect financial interest individually or in an organization with which the Society has a transaction or other arrangements or is negotiating regarding such matters, or has compensation arrangements with an organization with which The Society has a transaction or other arrangements, or is negotiating regarding such matters.

If a conflict of interest arises, full disclosure shall be made by an affected Board member in advance to the Board of Directors of all material facts pertaining to any matters subject to such possible conflict of interest which is proposed to be submitted to the Board for action thereupon.

If a conflict of interest arises by key personnel, full disclosure shall be made to the Executive Director, who shall determine whether a conflict exists and is material, and if the matters are material, bring them to the attention of the Board of Directors.

If any member of the Board of Directors having a possible conflict of interest with respect to a matter submitted at a Board meeting for action thereon, after disclosing same, shall not be counted in determining the existence of a legal quorum for such meetings may be present only to answer questions at a Board meeting considering a transaction involving a possible conflict of interest, shall then recuse himself from such meeting and shall not be present during the debate and vote on the matter, the minutes of the meeting to reflect the disclosure made by such Board member, the vote, including quorum requirements, and such member’s non-voting.t

The Board of Directors and key personnel shall annually sign a statement which affirms they read and agreed to comply with the conflict of interest policy.