

Society for Women's Health Research Conflict of Interest Policy

Purpose The purpose of this conflict of interest policy is to protect the interests of the Society for Women's Health Research, a tax-exempt charitable organization, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Society. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Annual Statements Each director and officer, as well as members of committees with governing board delegated powers shall annually sign a statement that affirms such person

- a. Has received a copy of this conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands that the Society is charitable, and in order to maintain its federal tax exemption must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Procedures -- Obtaining Signature The above statement will be mailed annually to each Board member with a request that each sign and return it. Staff will follow up to ensure that all Board members sign the document before the first meeting of the Board each year. At that meeting, any members who have not signed already will be given an opportunity to sign it. Any Board member who refuses to sign the statement will be asked to resign from the Board.

Procedures – Duty to Disclose In connection with any actual or potential conflict of interest, an officer or director must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.

Procedures -- Addressing the Conflict of Interest After disclosure of the financial interest and all material facts, an officer or director shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. If appropriate, the chair of the board or committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the board or committee shall determine whether the Society can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors or members whether the transaction or arrangement is in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy -- If the board or committee has reasonable cause to believe a member has failed to disclose actual or potential conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the board or committee determines the member has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings -- The minutes of the board and all committees with board delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial

interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. The minutes shall also contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Periodic Reviews -- To ensure that the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

When conducting the periodic reviews the Society may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring periodic reviews are conducted.

Certification

I hereby certify as follows:

I have received a copy of the foregoing Conflict of Interest Policy. I have read it carefully, I understand it, and I agree to comply with the policy. I understand that the Society is classified as a charitable organization, and that in order to maintain its federal tax exemption, the Society must engage primarily in activities which accomplish one or more of its tax-exempt purposes. I understand that as a member of the Board of Directors of the Society for Women's Health Research, I must observe certain fiduciary duties of care to the Society. I agree not to engage in actions that may constitute an actual, apparent, or potential conflict of interest with the mission and activities of the Society.

To the best of my knowledge, except as hereinafter stated, I do not have any financial interest, I have no interest that conflicts with the interests of the Society, and I do not have any relationship or interest that may appear to present a conflict.

THE EXCEPTIONS ARE:

If any situation should arise in the future which I believe may cause me to have a conflict of interest with the Society, I will promptly and fully disclose the circumstances to the President or the Chair of the Board.

(Signature)

(Date)

(Name)