

**Partners In Health, a nonprofit corporation (“Corporation”)
Conflict of Interest Policy**

Section 1. Purpose

The purpose of this Conflict of Interest Policy is to ensure that (1) all transactions and decisions involving organizations with which an officer or director is affiliated, are in the best interests of the Corporation, and (2) that the Corporation maintains the requisite amount of independence in its decision-making processes by requiring that all relevant information be disclosed in advance of the Corporation’s decision to enter into transactions or otherwise engage in associations with other organizations with which a director or officer is affiliated. Because of the close relationships that the officers and directors maintain with other organizations, decisions surrounding the Corporation’s current or future association with these other organizations may give rise to the appearance of a conflict of interest. This policy is designed to ensure that all possible conflicts of interest are fully vetted before the board commences substantive discussions or otherwise makes a decision affecting or influencing the Corporation’s relationship with an organization with which an officer or director is affiliated or otherwise has an Interest (as defined below).

Not all Interests constitute a conflict of interest. Rather, it is for the Board of Directors to decide whether an officer’s or director’s personal association with another institution presents a conflict and whether that individual should be excluded from discussions and/or the decision making process surrounding a particular matter.

Section 2. Definitions

- (a) “Interested Person” means any (1) member of the Corporation’s board of directors (“Board”), or (2) officer of the Corporation who has, or whose spouse, child, sibling or parent has, a direct or indirect Interest (as defined below).
- (b) “Interest” shall mean:
 - 1. any direct or indirect (whether through business, investment, family relationship, or institutional affiliation) existing or potential ownership or investment interest in, or current compensation (as defined below) arrangement with, any entity or individual with which the Corporation has, is negotiating, or is considering negotiating, a transaction, arrangement, or other working relationship; and
 - 2. any position, including without limitation officer, director, employee or agent, with an entity or individual with which the Corporation has, is negotiating, or is considering negotiating, a transaction, arrangement, or other working relationship.

- (c) “Compensation” means direct and indirect remuneration, whether or not monetary in nature.

Section 3. Procedures

- (a) Proposals by Interested Persons. Interested directors or officers may propose a transaction, arrangement or other working relationship with an entity with respect to which the director or officer is an Interested Person. However, the Interested Person must disclose his or her interest prior to any presentation and the Board reserves the right to refuse consideration of any such transaction, arrangement or other working relationship and/or to ask the Interested Person to remove him or herself from any discussion or vote on the matter.
- (b) Duty to Disclose. If any transaction, arrangement or other working relationship is proposed to the Corporation from any other source, any officer or director who is an Interested Person with respect to such proposed transaction, arrangement or other working relationship must disclose the existence of his or her Interest and all material facts to the Board.
- (c) Determining Whether a Conflict Exists. After disclosure of the Interest and all material facts thereto, and after all relevant discussion with the Interested Person, the Board shall determine whether a conflict of interest exists. The Board shall determine the existence of a conflict of interest by a majority vote of the disinterested directors.
- (d) Addressing a Conflict of Interest. In the event the Board determines that a conflict of interest exists, the Board may choose to exclude the Interested Person from any vote or discussion on the transaction, arrangement or other working relationship. The decision to exclude an Interested Person from such discussion will be made by a majority vote of the disinterested directors.