



CONFLICT OF INTEREST POLICY

Adopted by the Board on July 17, 2019

1. Purpose

This conflict of interest policy is designed to foster public confidence in the integrity of **Jano Foundation** (the “Foundation”), facilitate its compliance with state and federal laws and regulations, and to protect its interest when it is contemplating entering a transaction that might benefit the private interest of a director, a corporate officer or a key employee.

2. Definitions

The following are considered **insiders** for the purposes of this policy:

- a) Each member of the Board of Directors of the Foundation (the “Board”);
- b) Each officer of the Foundation; and
- c) Each key employee of the Foundation, as defined below.

Key employee means any employee whose total annual compensation (including benefits) from the Foundation and its affiliates is more than \$150,000 and who:

- a) has responsibilities or influence over the organization similar to that of officers, directors, or trustees;
- b) manages a program that represents 10% or more of the activities, assets, income, or expenses of the organization; or
- c) has or shares authority to control 10% or more of the organization’s capital expenditures, operating budget, or compensation for employees.

Interest means any material financial interest, whether through commitment, investment, relationship, obligation, involvement or otherwise, direct or indirect, that may influence a person’s judgment, including receipt of compensation from Foundation and a sale, loan, or exchange transaction with the Foundation.

A **conflict of interest** is present when, in the judgment of the body or individual determining whether a conflict exists, an insider or person related to the insider by family or business relationship (an “interested person”) has a material financial interest in the transaction such that it reduces the likelihood that an insider’s influence can be exercised impartially in the best interests of the Foundation.

Transaction means any transaction, agreement, or arrangement between an interested person and the Foundation, or between the Foundation and any third party where an interested person has a material financial interest in the transaction or any party to it.

Self-dealing has the meaning given to it in 26 C.F.R. § 53.4941(d).

3. Procedures

3.1. Duty to Disclose

Each interested person shall disclose to the Board all material facts regarding their interest (including relevant affiliations) in the transaction. The interested person shall make that disclosure promptly upon learning of the proposed transaction.

3.2. Determining Whether a Conflict of Interest Exists

With regard to an interested person, the Board shall determine if a conflict of interest exists.

3.3. Procedures for Addressing a Conflict of Interest

The Board shall follow the procedures set forth in section 4 in order to decide what measures are needed to protect the Foundation’s interests in light of the nature and seriousness of the conflict, to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are appropriate.

In the case of an insider who is a director, the director shall not vote on any transaction in which the director has an interest, and only disinterested Board members shall decide the matter. In the case where no director is considered disinterested, the Board may appoint a special legal counsel to address the conflict of interest.

4. Review by the Board

The Board may ask questions of and receive presentation(s) from the insider(s) and any other interested person(s), and may deliberate and vote on the transaction in their presence. The Board shall ascertain that all material facts regarding the transaction and the interested person’s conflict of interest have been disclosed to the Board and shall compile appropriate data to ascertain whether the proposed transaction is just and reasonable to the Organization.

After exercising due diligence, which may include investigating alternatives that present no conflict, the Board shall determine whether the transaction is in the Organization's best interest, for its own benefit, and whether it is just and reasonable to the Organization; the transaction can be approved by the Board by majority vote of those present at a meeting for which quorum requirements have been met, without counting the vote of any interested directors. Interested or common directors may be counted in determining the presence of a quorum at such meeting.

5. Records of Proceedings

The minutes of any meeting of the Board pursuant to this policy shall contain the name of each interested person who disclosed or was otherwise determined to have an interest in a transaction; the nature of the interest and whether it was determined to constitute a conflict of interest; any alternative transactions considered; the members of the Board who were present during the debate on the transaction, those who voted on it, and to what extent interested persons were excluded from the deliberations; any comparability data or other information obtained and relied upon by the Board and how the information was obtained; and the result of the vote, including, if applicable, the terms of the transaction that was approved and the date it was approved.

6. Annual Disclosure and Compliance Statements

Each director, officer and key employee of the Foundation, shall annually sign a statement on the form attached as Appendix A, which:

- a) affirms that the person has received a copy of this conflict of interest policy, has read and understood the policy, and has agreed to comply with the policy; and
- b) discloses the person's financial interests and family relationships that could give rise to conflicts of interest.

7. Violations

If the Board has reasonable cause to believe that an insider of the Foundation has failed to disclose actual or possible conflicts of interest, including those arising from a transaction with a related interested person, it shall inform such insider of the basis for this belief and afford the insider an opportunity to explain the alleged failure to disclose.

If, after hearing the insider's response and making further investigation as warranted by the circumstances, the Board determines that the insider has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action.

8. Related Matters

8.1. Personal Use and Gifts

Directors, officers and employees of the Foundation shall not use or authorize the use of the name, logo, or other property of Foundation for the benefit of themselves or any other person or entity, except as approved by Foundation. Directors, officers and employees shall not accept or give any payments, gifts, loans, or other favors from or to anyone who is doing, or wishes to do, business with Foundation, except for items of nominal value or as otherwise approved by Foundation.

8.2. Related Laws

This policy is intended to supplement and not supersede any applicable federal or state laws including laws prohibiting or otherwise relating to self-dealing, private inurement, private benefit or transactions with interested persons. Nothing in this policy authorizes the Foundation to engage in any act of self-dealing, inurement or any other act prohibited by law.

9. Annual Reviews

To ensure that the Foundation operates in a manner consistent with its status as an organization exempt from federal income tax, the Board shall authorize and oversee an annual review of the administration of this conflict of interest policy. The review may be written or oral. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved.



Jano Foundation
Acknowledgement and
Financial Disclosure Form
Amended July 17, 2019

Jano Foundation (the “Foundation”) follows a conflict of interest policy designed to foster public confidence in our integrity, facilitate our compliance with state and federal laws and regulations, and to protect our interest when we is contemplating entering a transaction that might benefit the private interest of a director, a corporate officer or a key employee.

Part I Acknowledgement of Receipt

I hereby acknowledge that I have received a copy of the up-to-date conflict of interest policy of the Foundation, have read and understood it, and agree to comply with its terms.

Name and position ►

Signature ►

Date ►

Part II Financial Disclosure

The Foundation is required annually to file a return with the U.S. Internal Revenue Service, which is also available for inspection by the public. To complete the return fully and accurately, we need each officer, director and key employee to disclose the information requested in this part.

A “conflict of interest,” for purposes of the return, arises when a person in a position of authority over an organization, such as an officer, director, or key employee, may benefit financially from a decision he or she could make in such capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

Please check **ONE** of the following boxes:

My interests and relationships have not changed since my last disclosure of interests.
[Proceed to section C below. Do not complete section A or B.]

OR

I hereby disclose or update my interests and relationships that could give rise to a conflict of interest: *[Complete section A and B below. Use additional pages as needed.]*

	Description of those presenting a potential conflict of interest
--	--

Section A – Family Relationships

1 Include spouse/domestic partner, living ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great grand-children, and spouses/ domestic partners of brothers, sisters, children, grandchildren, and great grandchildren.

Section B – General Interests

2 Transactions or arrangements with the Foundation

3 Transactions or affiliations with other nonprofit organizations

4 Transactions or affiliations with businesses not listed above

Section C – Signature

I hereby declare that I am not aware of any financial interest involving me or a family member that could present a conflict of interest that I have not disclosed either above or in a previous disclosure statement.

I understand that redacted copies of the information I supplied will be made available to the public for inspection.

Name and position ►

Signature ►

Date ►