



CODE OF ETHICS

FOR

**AFFILIATES OF THE SUSAN G. KOMEN BREAST CANCER FOUNDATION,
INC.**

(d/b/a Susan G. Komen for the Cure)

CONFLICT OF INTEREST AND CONFIDENTIALITY POLICY

AND DISCLOSURE STATEMENT

Every board member, officer, employee, staff member, grant reviewer, Race director, committee chair, and committee member (individually and collectively “Individual”) of an affiliate of the Susan G. Komen Breast Cancer Foundation (the “Affiliate”) shall avoid any conflict between his/her personal, professional or business interests and the interests of the Affiliate in all actions taken by or on behalf of the Affiliate. To implement this principle and to establish clear guidelines, the following policy has been adopted by the Affiliate’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 which conflicts with the interests of the Affiliate. Each Individual shall place the best interest of the Affiliate foremost in any dealings relating to the Affiliate, and shall not use his or her relationship with the Affiliate in any way that will inure to his or her personal benefit. Each Individual shall at all times act with decorum, honesty, 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 Affiliate. This does not extend to gifts or entertainment of a “de minimus” nature provided on a customary basis. “De minimus,” 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:

- provides the Affiliate services, supplies, materials or property;
- receives products or materials from the Affiliate; or
- has any other contractual relations or business dealings with the Affiliate;

except with prior written approval of the Affiliate'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 which proposes to enter into a transaction with the Affiliate, such Individual shall provide prompt written notice of such interest or relationship to the Affiliate'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 Affiliate 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 Affiliate, or a split-interest gift arrangement such as a gift annuity, charitable remainder trust or charitable lead trust.

6. Only the law or, as provided herein, the Affiliate's Board of Directors may override the provisions of this Code of Ethics. 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 Affiliate.

Confidentiality Policy

An Individual shall maintain the confidentiality of all Affiliate information marked or otherwise designated "confidential," as well as all of the Affiliate's affairs, proprietary business information, internal procedures, operations, personnel information and the like that are not publicly disclosed through the various reports prepared or filed by the

Affiliate pursuant to law, regardless of whether such information is marked “confidential” (“Confidential Information”). If an Individual is uncertain as to whether information is confidential, the Individual must consult with the Affiliate’s Board of Directors. An Individual will return all Confidential Information upon the Affiliate’s request. An Individual shall not use any Confidential Information received while serving the Affiliate in such a manner that the use of such information would be detrimental in any way to the Affiliate, and shall avoid any actions that might impair the reputation of the Affiliate.

Disclosure Statement

At (a) the beginning of each fiscal year, or (b) the date on which the Individual becomes associated with the Affiliate if subsequent to the date in subpart (a), every Individual shall sign a conflict of interest disclosure statement in the form attached hereto that will be kept on file with the Affiliate’s records. The information provided in the disclosure statement will be used by the Affiliate solely in the administration of its Conflict of Interest and Confidentiality 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 the Code of Ethics for Affiliates of the Susan G. Komen Breast Cancer Foundation, Inc. in its entirety, including the Conflict of Interest and Confidentiality Policies.

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 which would contravene the Conflict of Interest Policy.

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 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 which proposes to enter into a transaction with the Affiliate 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 any individual or organization which proposes to enter into a transaction with the Affiliate, I will make full disclosure to the Board of Directors of the Affiliate 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.

Without exception

Conflict of Interest? * Yes No

Conflict of Interest Type

- Grantee Vendor Sponsor Financial Immediate family member of Grantee, vendor, sponsor Loyalty to more than one non profit organization Conflicting roles and relationships

Other: _____

Please provide additional detail regarding all checked items: Example Grantee: North Texas Regional Hospital Nature of relationship: Employed by the grantee; family member employed by grantee; serve on grantee board, recipient of services

Signature: _____

Date: _____