

George Mason University Foundation, Inc.
Conflict-Of-Interest Policy
Adopted June 7, 2007

1. **Scope.** The following statement of policy applies to each member of the Board of Trustees (Board) and to all officers of the George Mason University Foundation, Inc. (Foundation). It is intended to serve as guidance for all persons employed by George Mason University Foundation, Inc.

2. **Fiduciary Responsibilities.** Members of the Board of Trustees and officers of the Foundation serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board and officers are to be made solely on the basis of a desire to promote the best interest of the Foundation, George Mason University and the public good. The integrity of the Foundation and George Mason University must be protected and advanced at all times.

Members of the Board of Trustees are held to three standards of conduct: the duty of obedience, the duty of care, and the duty of loyalty. The duty of obedience requires Board members to be faithful to the Foundation's mission and to act in a way that is consistent with the central goals of the Foundation and applicable federal, state, and local laws. The duty of care requires Board members to exercise reasonable care by staying informed, participating in decisions, and acting in good faith when they make decisions on behalf of the Foundation. The duty of loyalty requires Board members to put the interests of the Foundation first when making decisions affecting the Foundation.

An effective board cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, it is everyone's responsibility to ensure that the Board is made aware of situations that involve personal, familial or business relationships that may be troublesome for the Foundation or George Mason University. Thus, the Board requires each Board member and officer annually (1) to review this policy; (2) to disclose any substantive relationship as defined below for purposes of this policy; and (3) to acknowledge by his or her signature that he or she is in accordance with the letter and spirit of this policy.

3. **Disclosure.** All Board members and officers are required to disclose those substantive relationships defined in this policy or which otherwise could be

construed to potentially affect their independent, unbiased judgment in light of their decision-making authorities or responsibilities. Any uncertainties as to the appropriateness of listing a particular relationship may be resolved by consultation with the President of the Foundation, who in turn may consult with legal counsel, the Executive Committee or the Board of Trustees in executive session.

Information disclosed or provided by any person pursuant to this policy shall be held in confidence except when, after consultation with that person, the best interests of the Foundation or George Mason University would be served by disclosure.

The following definitions are provided to assist Board members and officers in determining whether to disclose a particular relationship:

Substantive Relationship. One involving the Foundation, George Mason University, or any of their affiliates in which the Board member, the officer, a family member of the Board member or officer, or an entity in which any of the foregoing persons is a director, trustee, officer, or general partner, or has a material financial or influential interest, has a direct or indirect financial interest.

Material Financial or Influential Interest. A person has a material financial or influential interest in any entity in which such person is an officer, director, employee, partner, trustee, controlling stockholder or the actual or beneficial owner of more than 5 percent of the voting or profits interest.

Family Member. A spouse, parents, siblings, children or any other relative of a Board member or officer if the latter resides in the same household as the Board member or officer.

4. Restraint on Participation. Board members or officers who have declared or have been found to have a conflict of interest shall refrain from consideration or proposed transactions, unless for special reasons the Board or administration requests information or interpretation. Persons with conflicts shall not vote, participate in discussion or be present at the time of the vote. Any proposed transaction in which a conflict of interest has been declared or found to exist must

be approved by a majority of the disinterested members of the Board or the appropriate committee of the Board after disclosure of the conflict of interest.