

CONFIDENTIAL INFORMATION & CONFLICT OF INTEREST

General Confidentiality Obligations

Information that pertains to NARAL Pro-Choice America's business, including all nonpublic information concerning the Company, its vendors and suppliers, is strictly confidential and must not be given to people who are not employed by NARAL Pro-Choice America.

Please help protect confidential information -- which may include, for example, trade secrets, customer lists and company financial information -- by taking the following precautionary measures:

- Discuss work matters only with other NARAL Pro-Choice America employees who have a specific business reason to know or have access to such information.
- Do not discuss work matters in public places.
- Monitor and supervise visitors to NARAL Pro-Choice America to ensure that they do not have access to confidential information.
- Destroy hard copies of documents containing confidential information that is not filed or archived.
- Secure confidential information in desk drawers and cabinets at the end of every business day.

Your cooperation is particularly important because of our obligation to protect the security of our members and our own confidential information. Use your own sound judgment and good common sense, but if at any time you are uncertain as to whether you can properly divulge information or answer questions, please consult a NARAL Pro-Choice America officer.

Purposes

Employees making decisions on behalf of NARAL Pro-Choice America or NARAL Pro-Choice America Foundation (collectively "NARAL" or the "organization") should always act based on the best interests of the organization, and no individual associated with NARAL Pro-Choice America should use his or her position for personal benefit, for the benefit of friends or relatives, or to further any outside interests or personal agenda. This standard applies to all transactions and decisions, whether or not covered by the detailed policies and procedures below.

Definitions

An **interested person** is a staff member of NARAL Pro-Choice America.

A **potential conflict of interest** exists whenever the personal or financial interest of an interested person is opposed to that of the organization, or when such an interest might influence the interested person's actions and judgments on behalf of NARAL Pro-Choice

America. A potential conflict also exists when there is an appearance that an interested person's actions may be influenced by any competing interest, duty, or loyalty.

A **conflict of interest** exists whenever an interested person's competing interest is substantial enough that the interested person cannot reasonably be expected to exercise independent judgment and take action in the best interest of the organization. Conflicts (or the appearance of conflicts) may also arise when the organization is contemplating a transaction with a close relative or domestic partner of an interested person, or any entity in which such a related person has an ownership interest or which employs such a person.

Conflicts of interest should not be considered to arise when the potential benefit to the interested person is tenuous or remote, such as an interested person with investments in a mutual fund which holds a small amount of stock in a particular company. The fact that an interested person is also a director, officer, member, or volunteer of a not-for-profit organization that obtains or seeks funds from institutions or individuals from which NARAL Pro-Choice America also obtains or seeks funds shall not by itself be deemed to be a conflict of interest.

Procedure for Recusal

Whenever a staff member becomes aware of a potential conflict of interest in an area where s/he exercises any discretion in carrying out his or her duties for NARAL Pro-Choice America, s/he shall promptly disclose the potential conflict to an immediate supervisor. The supervisor shall gather pertinent information and report the potential conflict to the Chief Financial Officer who shall determine whether a conflict exists that requires recusal of the interested person. When a conflict is found to exist, the interested person shall provide the supervisor with all information s/he has relevant to any decision to be made in which s/he has an interest, and the final decision regarding the action shall be made by the supervisor. When there is doubt about whether a conflict exists, the matter shall be resolved in favor of finding a conflict of interest. The supervisor's decision shall be based on consideration of whether the transaction:

- is in the organization's best interest and for its own benefit;
- is fair and reasonable to the organization; and
- is the most advantageous transaction or arrangement the organization can obtain with reasonable efforts under the circumstances.

Examples of potential conflict situations include:

- Having a financial interest in any business transaction with NARAL Pro-Choice America
- Owning or having a significant financial interest in, or other relationship with, a NARAL Pro-Choice America competitor, customer or supplier, and
- Accepting gifts, entertainment or other benefit of more than a nominal value from a NARAL Pro-Choice America competitor, customer or supplier.

If the President has a potential conflict, s/he shall disclose it to the Board Chair of NARAL Pro-Choice America or his or her designee who shall determine the existence of a conflict. At his or her discretion, the Chair may refer the matter to a committee of the Board or to the full Board of Directors.

Annual Distribution and Acknowledgement

A conflict of interest policy and acknowledgement shall be distributed annually to all NARAL Pro-Choice America staff and board members who will sign that they have received a copy of this policy, understand it, and agree to abide by its term.