

The Civic Participation Action Fund

The CPAF Conflict of Interest Policy

CONFLICT OF INTEREST POLICY

Purpose. Conflicts of interest can hurt CPAF, our grantees, and you and, in some cases, break the law. Complying with this policy will help prevent these problems and maintain high ethical standards.

Approach. Our policy emphasizes (a) disclosure rather than prohibition of potential conflicts of interest, and (b) case-by-case resolutions rather than categorical conclusions. This approach combines ethical safeguards with operational flexibility, but its success depends on conscientious self-policing.

Coverage. This policy covers all CPAF directors and staff.

Definition. You have a potential conflict of interest when CPAF considers a transaction with a current or prospective grantee, investment manager, consultant, or other vendor that, at any time during the past two years, has had a close association with (a) you; (b) a member of your family or household; or (c) an intimate friend. You have a “close association” with a grantee or vendor if you (i) owe a fiduciary duty to the organization or one of its affiliates, for example, as a director, trustee, officer, or employee; (ii) serve as a member of an advisory board or committee of the organization or one of its affiliates unless required to do so by your CPAF duties; (ii) hold a significant financial interest in the organization or one of its affiliates, for example, as a shareholder, vendor, pensioner, or other creditor; or (iii) receive a significant personal benefit from the organization or one of its affiliates. A financial interest or personal benefit is significant only if it could appear to have influenced your decisions on behalf of CPAF.

Interpretation. This policy cannot describe all conflicts of interest, and its application may be uncertain at times. Accordingly, you will need to exercise sound judgment to make sure that you avoid any appearance of impropriety. If you have any questions about this policy, err on the side of caution and seek advice before taking action.

Disclosure. If you think you have a potential conflict of interest that you have not disclosed already, promptly describe the facts and circumstances to the President and include the association in your description of the proposed grant. If the President believes there is a conflict that warrants further discussion, he will share the information with the Board. If the President or Board members has a conflict of interest, s/he will disclose that information to the Board and not act on the grant or other transaction until a majority of the Board members have approved it (approval may be given *seriatim* and the procedures for formal Board action need not be followed.) We may publish the disclosure for approved grants and other significant transactions on our website.

Recusal. Given the size of CPAF, it is not feasible for staff or Board members to recuse themselves completely from discussion of the transaction with others. However, the individual with the conflict may not take action with respect to the transaction until it has been approved as described above in Disclosure.

Grantee Boards. We encourage nonprofit service outside CPAF. However, service as a director or trustee of a grantee constitutes a potential conflict of interest. Therefore, a staff member may serve as a fiduciary of another organization only if (a) the organization is not a current or prospective CPAF grant recipient; (b) the organization is a grantmaker affinity group or similar collective; or (c) the President, and in the case of the President, a majority of the Board, approves the service. This rule does not apply to outside directors because they are less likely than staff to be perceived as CPAF agents.

Privacy. You do not have to make any disclosure or submit any request that would reveal your religion, sexual orientation, or other personal information that is protected by privacy laws.

Laws. These rules supplement laws that regulate conflicts of interest and impose fiduciary duties, such as a duty of loyalty to CPAF when conducting CPAF business.

Sanctions. Violations of this policy are subject to the sanctions set forth in our Code of Ethics.

Annual Acknowledgment. This policy requires disclosure of actual or apparent conflicts of interest only if you are aware of them. You should make these disclosures and confirm that you will comply with this policy by annually signing the Acknowledgment and Disclosure Form attached to our Code of Ethics and submitting it to our Corporate Secretary.

ACKNOWLEDGEMENT AND DISCLOSURE FORM

I understand and will comply with the CPAF Code of Ethics including its Conflict of Interest Policy.

To the best of my knowledge and belief, set out below is each nonprofit organization with which I or a member of my family during the past two years has had a close association. I understand that additional disclosures must be made if new positions at a nonprofit are held, and if CPAF proposes to transact business with a for profit corporation in which I or a member of my household has a fiduciary or material financial interest.

Jamel Patterson, MD, MPH

(signature)

JAMEL PATTERSON MD, MPH

(print name)

Date: 01-06-26

CONFLICT OF INTEREST DISCLOSURES

<u>Organization</u>	<u>Name of Individual</u>	<u>Role</u>
<u>The Ageno Foundation International, Inc.</u>	<u>JAMEL PATTERSON</u>	<u>President</u>