DECISIONS YOU CAN TRUST

Our conflict of interest policy

Why This Policy Exists

CureSearch makes decisions that move real money: research grants to institutions, contracts with vendors, compensation for the people who run the organization. Donors are entitled to know that those decisions are made on the merits, and not because someone in the room stood to gain from the outcome.

Our Board of Directors has adopted a conflict-of-interest policy that protects the interests of CureSearch whenever we consider a transaction or arrangement that might benefit the private interest of an officer or director, or that might result in an excess benefit transaction. The policy supplements, and does not replace, state and federal laws governing conflicts of interest in charitable organizations.

Who the Policy Covers

The policy applies to every director, principal officer, community board member, and member of any committee, including committees holding powers delegated by the governing board. Employees are also required to disclose business or personal affiliations that could influence the organization.

What Counts as a Financial Interest

A person has a financial interest if, directly or indirectly, through business, investment, or family, they hold any of the following.

An ownership or investment interest

In any entity with which CureSearch has a transaction or arrangement.

A compensation arrangement

With CureSearch, or with any entity or individual that CureSearch does business with.

A potential interest

An ownership, investment, or compensation interest in any party CureSearch is currently negotiating with.

Two points people often miss.

First, compensation includes more than salary. It covers direct and indirect remuneration and gifts or favors that are not insubstantial. Second, a financial interest is not automatically a conflict of interest. Whether a conflict exists is a determination made by the board or committee, not an assumption.

How a Potential Conflict Is Handled

The process is the same every time, no matter who is involved.

1 **Disclose**

The interested person discloses the financial interest and is given the opportunity to present all material facts to the directors and committee members considering the transaction.

2 **Leave the room**

After any discussion, the interested person leaves the meeting while the board or committee decides whether a conflict of interest exists. The remaining members make that determination.

3 **Look for a better alternative.**

The chair may appoint a disinterested person or committee to investigate alternatives. After exercising due diligence, the board or committee decides whether CureSearch could obtain a more advantageous arrangement from a party that does not create a conflict.

4 **Decide without the interested person.**

If no better conflict-free alternative is reasonably available, the transaction proceeds only on a majority vote of the disinterested directors, and only if they determine it is in the best interest of CureSearch, for its benefit, and fair and reasonable. The interested person may present beforehand, but leaves for the discussion and the vote.

> **Anyone may step aside at any time.**
>
> A board or committee member who believes they may have a conflict can recuse themselves from a discussion or decision at any point, without waiting for the formal process to run. Stepping back is always available and never requires justification.

Decisions About Compensation

No voting member of the board who receives compensation from CureSearch may vote on matters concerning their own compensation. The same rule applies to any voting member of a committee whose jurisdiction includes compensation. Those individuals may still provide information to a committee reviewing compensation. They do not vote on their own.

Annual Disclosure

Every director, principal officer, community board member, and member of a committee with board-delegated powers signs a statement each year affirming that they have received the policy, have read and understood it, and agree to comply with it. The statement also affirms their understanding that CureSearch is a charitable organization that must engage primarily in activities furthering its tax-exempt purposes to maintain that exemption.

If anything in a signed statement changes materially during the year, that person is required to disclose the change and revise the form. The Executive Committee regularly and consistently monitors and enforces compliance by reviewing these statements and taking whatever further action effective oversight requires.

If Someone Does Not Disclose

If the board or a committee has reasonable cause to believe that a member has failed to disclose an actual or potential conflict, it informs that member of the basis for the concern and allows them to explain. If, after hearing the response and making any further investigation as warranted, the board or committee concludes that a conflict went undisclosed, it takes appropriate disciplinary and corrective action.

It Goes on the Record

Minutes are where a policy becomes verifiable rather than aspirational.

The minutes of the board and of every committee with board-delegated powers must record the names of the people who disclosed or were found to have a financial interest, the nature of that interest, the steps taken to determine whether a conflict existed, and the decision reached. They must also record who was present for the discussion and the vote, what was discussed including any alternatives considered, and how the vote came out.

Periodic Review

CureSearch conducts periodic reviews to confirm that it operates consistently with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status. At a minimum, those reviews examine:

Compensation and benefits

Whether they are reasonable, based on competent survey information, and the result of arm's length bargaining.

Partnerships and joint ventures

Whether arrangements with partners, joint ventures, and management organizations conform to our written policies, are properly recorded, reflect reasonable payment for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

The Board periodically reviews the policy itself and updates its wording and affirmations to stay consistent with federal and state law. CureSearch may use outside advisors for these reviews. Any outside advisor must have no financial, familial, or other connection to a board member, and using one never relieves the Board of its responsibility to ensure the reviews occur.

Questions About This Policy

We are glad to answer them. The full policy, including the annual disclosure statement our board and committee members sign, is available on request.

[governance@curesearch.org] | **1-800-458-6223**

CureSearch for Children's Cancer, 4800 Hampden Lane, Suite 200, Bethesda, MD 20814

This page summarizes the CureSearch Conflict of Interest Policy adopted by the Board of Directors **[most recently reviewed and approved on date]**. CureSearch for Children's Cancer, Inc. is a registered 501(c)(3) nonprofit organization, EIN 95-4132414.

Before this page publishes

1. Add an adoption or last-review date. The policy PDF carries no date. Article VII requires the Board to review the policy periodically, so a page that claims periodic review without showing a date invites the obvious question. Confirm the date from the board minutes.

2. Confirm the contact route. I used governance@curesearch.org as a placeholder. If you would rather route policy questions to the same address as the whistleblower page, or to info@, update both places so the governance pages are consistent.

3. Confirm the annual statements are current. Form 990, Part VI, asks whether the organization regularly and consistently monitors and enforces compliance with its conflict-of-interest policy. This page states that the Executive Committee does so. Make sure the signed statements for the current year are on file before publishing the claim.

4. Check the term "community board member." The policy uses it throughout. Given the discussion about local community boards at the September finance committee meeting, confirm that the term still refers to a real group before it appears on a public page.

5. Decide whether to post the disclosure form. Some peer organizations publish the annual statement itself alongside the policy. This page offers it on request instead, which is the more common approach.