

EB RESEARCH PARTNERSHIP, INC.

CONFLICT OF INTEREST POLICY

(As Adopted by the Board of Directors on December 17, 2018)

General

The Directors, Officers and Key Persons (“Covered Persons”) of the EB Research Partnership, Inc. (the “Corporation”) are obligated to always act in the best interest of the Corporation. This obligation requires that any such person, in the performance of his or her duties for the Corporation, seek only the furtherance of the mission of the Corporation. At all times, Covered Persons are prohibited from using their position with the Corporation or the name or property of the Corporation for private profit or benefit.

This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to non-for-profit and charitable organizations.

Definitions of “Key Persons,” “Related Party,” and other terms used in this Policy can be found below.

The Corporation has authorized the Executive Committee to oversee all aspects of this Policy, except (i) if a Related Party Transaction would otherwise require full Board approval, the Executive Committee shall submit the Related Party Transaction to the Board for consideration, providing its recommendation as to whether or not to approve it, and (ii) ratification of a Related Party Transaction that was entered into without requisite approval shall require ratification by action of the Board.

Related Party Transactions

Covered Persons should neither solicit nor accept gratuities, favors or anything of monetary value from contractors or vendors or others doing business with the Corporation. *This is not intended to preclude bona-fide fundraising activities.*

No Covered Person shall vote, act or attempt to influence improperly the deliberations on any matter in relating to the selection, award or administration of a transaction or arrangement with a contractor, vendor or other person doing business with the Corporation if, to his or her knowledge, he or she has a Financial Interest in that transaction or arrangement.

A person has a “Financial Interest” in a transaction or arrangement if such person would receive an economic benefit, directly or indirectly, from any transaction, agreement, compensation agreement, including direct or indirect remuneration, as well as gifts or favors that are not insubstantial, or other arrangement involving the Corporation.

Disclosure

If at any time any Covered Person believes that he or she may have an interest in a Related Party Transaction, such Covered Person shall disclose in good faith the material facts regarding such interest to the Executive Committee. In addition, at any time, the Corporation may circulate a Conflict Disclosure Questionnaire to all Covered Persons requiring them to disclose any interests they have or may have in Related Party Transactions and reminding them to promptly disclose any that may evolve in the future. A Conflict Disclosure Questionnaire may also be furnished to any new Director prior to his or her initial election and to any person who assumes a position as an Officer or may become a Key Person of the Corporation at that time. Copies of any completed and signed Conflict Disclosure Questionnaires shall be submitted to the Secretary of the Board who shall provide a copy of them to the Chairperson of the Board.

Voting

When an actual or possible conflict of interest exists, the material facts regarding the transaction or arrangement and the interest shall be presented to the Executive Committee for a determination as to whether the transaction is fair, reasonable and in the Corporation's best interest at the time of the discussion, taking into account all the relevant circumstances, including the specific Related Party Transaction and whether in the good faith determination of the Executive Committee the Corporation could, with reasonable efforts, obtain a more advantageous transaction or arrangement from an entity or individual that would not give rise to a conflict.

No Related Party may participate in deliberations or voting relating to a Related Party Transaction in which he or she has an interest; except that the Executive Committee may request that a Related Party present information as background or answer questions concerning a Related Party Transaction at a meeting prior to the commencement of deliberations or voting relating thereto.

A voting member of the Board or an Officer who receives compensation directly or indirectly from the Corporation for services or a Director serving as a voting member of any committee of the Board whose jurisdiction includes compensation matters is precluded from voting or acting on matters pertaining to that Director's or Officer's compensation. Note that compensation is subject to the applicable provisions of the Corporation's By-Laws in all events.

However, a voting member of the Board or the Executive Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, may upon request of the Board or Committee provide information regarding compensation.

The Corporation will not enter into any Related Party Transaction unless the Executive Committee or the Board has determined such Related Party Transaction to be fair, reasonable and in the best interest of the Corporation at the time of such determination and is approved by not less than a majority vote of the Executive Committee members or Directors, as applicable, present at the meeting.

Ratification

If a Related Party Transaction has been entered into without being approved as a Related Party Transaction, the Corporation may, pursuant to the following requirements, vote to ratify such a transaction. If such ratification occurs prior to receipt of any request for information by the New York State Attorney General regarding the transaction, such ratification shall act as a defense to an action by the New York State Attorney General regarding such transaction.

The Board shall ratify a Related Party Transaction only if a majority of the Board members present at the meeting determine in good faith that the transaction was fair, reasonable and in the Corporation's best interest at the time the Corporation approved the transaction. The Board shall not vote to ratify such a transaction unless it determines that a more advantageous transaction or arrangement was not reasonably possible at such time under the circumstances without giving rise to a conflict of interest.

If the Board ratifies a Related Party Transaction, a Director or Officer (so long as such person is not conflicted) shall document in writing the nature of the violation of this Policy and the basis for the Board's ratification of the transaction and put into place procedures reasonably designed to ensure that the Corporation complies with this Policy's requirements for approving Related Party Transactions in the future.

Records of Conflict

The official minutes of all meetings of the Board and all Executive Committee meetings at which a Related Party Transaction is considered shall document, in reasonable detail, the deliberations and determination regarding any Financial Interest or conflict of interest and shall contain:

- The names of the persons who disclosed or otherwise were determined to have a potential or actual Financial Interest and/or conflict of interest, the nature of the potential or actual Financial Interest and/or conflict of interest, any action taken to determine whether a Financial Interest or conflict of interest exists, and the Board's or the Executive Committee's determination as to whether a Financial Interest and/or conflict of interest exists.
- The names of the persons who were present for deliberations and votes relating to any determinations referred to in this section, including whether the Related Party, if present for any portion of the meeting, left the room during any such deliberations, the content of such deliberations, including consideration of alternative transactions, and whether or not the transaction with the Related Party was approved by the Board or the Executive Committee.

Definitions

Affiliate. An affiliate of the Corporation is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Corporation.

By-Laws. The By-Laws of the Corporation, as may be amended, amended and restated or otherwise modified from time to time.

Board. The Board of Directors of the Corporation.

Corporation. EB Research Partnership, Inc., a New York not-for-profit corporation.

Director. Any voting or non-voting member of the Board of Directors of the Corporation.

Key Person. A Key Person is a person who:

- i. Has responsibilities, or exercises powers or influence over the Corporation as a whole similar to the responsibilities, powers, or influence of Directors and Officers;
- ii. Manages the Corporation, or a segment of the Corporation that represents a substantial portion of the activities, assets, income or expenses of the Corporation, (such persons include, but are not limited to, the Executive Director of the Corporation); or
- iii. Alone or with others controls or determines a substantial portion of the Corporation's capital expenditures or operating budget (such persons include, but are not limited to, the Executive Director of the Corporation).

Officer. A person who has the authority to bind the Corporation as designated in the By-Laws of the Corporation.

Related Party. Persons who may be considered a Related Party of the Corporation or an Affiliate of the Corporation under this Policy include:

- i. Directors, Officers or Key Persons of the Corporation or an Affiliate of the Corporation;
- ii. Relatives of Directors, Officers or Key Persons;
- iii. any entity in which a person in (i) or (ii) has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%;
- iv. Founders of the Corporation;
- v. Substantial contributors to the Corporation (within the current fiscal year or the past five fiscal years);
- vi. Persons owning a controlling interest (through votes or value) in the Corporation;
 - i. Any non-stock entity controlled by one or more Key Persons;
 - ii. Any other person who is, or has within the last five years been, in a position to exercise substantial influence over the affairs of the Corporation.

Related Party Transaction. Any transaction, agreement or any other arrangement with the Corporation or an Affiliate of the Corporation in which a Related Party has a Financial Interest. Any Related Party Transaction will be considered a conflict of interest for purposes of this Policy. This definition excludes: transactions that are *de minimus* or of limited monetary value; transactions that would not usually be reviewed by the Board in the ordinary course of business and are available to the public on similar terms; and transactions that would benefit a Related Party solely because the Related Party is a member of the charitable class of people normally served by the non-profit, if that benefit is available to other members of the class on the same terms.

Relative. A Relative is a spouse or domestic partner as defined in section 2994-A of the New York Public Health Law, ancestor, child (whether natural or adopted), grandchild, great-grandchild, sibling (whether whole or half-blood), or spouse or domestic partner of a child (whether natural or adopted), grandchild, great-grandchild or sibling (whether whole or half-blood).

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