

The Women and Girls Foundation of Southwest Pennsylvania

CONFLICT OF INTEREST POLICY

(Effective: January 1, 2009)

1. Policy Statement. The purpose of the conflicts of interest policy is to protect The Women and Girls Foundation of Southwest Pennsylvania (the "Foundation") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director ("Director") or officer ("Officer") of the Foundation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

2. Disclosure and Identification of a Financial Conflict of Interest.
 - (a) A Director or Officer of the Foundation (any such person being a "Covered Person") who has a financial interest in a proposed transaction or arrangement of the Foundation (a "Project") that is considered by the Board of Directors of the Foundation (the "Board") or a committee of the Board (the "Committee") must disclose the nature and extent of the interest to the Chairperson of the Board or the Chairperson of the Committee considering the Project prior to the consideration of the Project. Each Covered Person shall annually complete and submit the acknowledgement attached as Exhibit A (the "Annual Acknowledgement"). During the course of the year, a Covered Person will not be required to disclose as a new Project, as stated above, a transaction or arrangement in which the Covered Person has a financial interest if prior disclosure by the Covered Person in accordance with this policy reasonably addresses the nature of the transaction or arrangement in question. For example, if the employer of a Director were hired to provide services to the Foundation and the Director made the appropriate disclosures under this policy in connection with that engagement, additional disclosures would not be required for each separate matter that arose with respect to that engagement so long as the terms of the engagement were reasonably similar.

 - (b) A Covered Person shall be deemed to have a financial interest in a Project if the Covered Person and/or an immediate family member¹ of the Covered Person has an actual or potential financial interest in a Project (including, but not limited to, a contractual interest, an ownership or investment interest and/or an employment interest with any other entity engaged in the Project). Notwithstanding the foregoing, sponsorship or underwriting of or charitable contributions to the Foundation by a Covered Person, a Covered Person's immediate family member, a Covered Person's employer or an entity in which a Covered Person has an ownership investment interest shall not be deemed to be a financial interest requiring disclosure hereunder.

3. Determination of a Conflict of Interest. Because a Covered Person has a financial interest in a Project does not mean a conflict of interest necessarily exists. A majority of the disinterested members of the Board or Committee considering a Project shall determine whether a conflict of interest exists based on the facts presented. The disclosure statement of a Covered Person, and the action by the Board or Committee, shall be

¹ Immediate family member means: spouse, children, step-children, parents, step-parents, siblings, grandchildren and grandparents.

made a part of the minutes of the Board or Committee, as applicable.

4. Obligation to Abstain in the Event of a Conflict of Interest. In the event it is determined that there is a conflict of interest, the applicable Covered Person shall:

- (a) Abstain, in the case of a Director, from voting on the Project presenting the conflict; and
- (b) At the request of the Board member chairing the meeting, leave the meeting room during the deliberations and vote on the Project; provided, however, that he or she may, upon request, answer questions or provide material factual information about the Project.

5. Action With Respect to a Conflict of Interest. The Foundation shall not be precluded from conducting business with any entity with which one or more Directors, Officers or employees are associated, provided any business relationship established is fair and reasonable and maintained on an arm's length basis. With regard to any Project involving a conflict of interest, the Board and any applicable Committee shall refrain from any proposed action or transaction with regard to the Project until such time as the proposed action or transaction has been approved by the disinterested members of the Board or Committee, as applicable, as being fair and reasonable to the Foundation and consistent with its exempt purposes. Directors with a conflict of interest may be counted when present at meetings of the Board or any applicable Committee for the purpose of determining the existence of the quorum.

6. Communication and Affirmation of Policy. Any candidate for election to the Board shall be given a copy of this policy in advance of election and shall affirm his or her acceptance of it prior to election; and any newly elected Officers shall be advised, prior to election or hiring, of and given a copy of this policy and each shall affirm his or her acceptance thereof prior to election or hiring.

7. Remedies. The failure to make any required disclosure under this policy or any other breach of this policy is grounds for disciplinary action by the Foundation against the Covered Person, which disciplinary action may include, but shall not be limited to, removal from the Board or termination of the individual's employment. The remedies provided herein shall be in addition to any other legal remedies available to the Foundation.

EXHIBIT A

Annual Director Acknowledgment and Acceptance of Conflict of Interest Policy

As a Director or Officer of The Women and Girls Foundation of Southwest Pennsylvania (the "Foundation"), I understand that I owe certain fiduciary duties to the Foundation. I have read and understand the Conflict of Interest Policy of the Foundation (the "Policy"), and I hereby agree to comply with the requirements of the Policy. Except as fully disclosed below, to the best of my knowledge, as of the date hereof, there are no current transactions or activities of mine or my immediate family¹ that may represent a potential or actual conflict of interest. Further, I acknowledge that I must disclose to the Chairperson of the Board or any applicable Committee, any future transaction or activities that, to the best of my knowledge, may represent a potential or actual conflict of interest that might be covered by the Policy. Finally, I understand that failure to comply with the Policy may damage the Foundation and its activities, and the remedies set forth in the Policy are appropriate.

() Reportable circumstances (describe below):

() No reportable circumstances

Date: _____

Signature: _____

Print Name: _____

¹ Immediate Family includes: spouse, children, step-children, parents, step-parents, siblings, grandchildren and grandparents.