



Conflict of Interest Policy

The Board of Directors of The Maternity Care Coalition (the “Corporation”) has adopted the following conflict of interest policy.

1. Definition of Conflict of Interest

A conflict of interest exists whenever there is any proposed transaction of the Corporation in which a director, officer or senior manager (hereafter referred to as staff members) has any actual or potential involvement, interest or relationship, either directly or indirectly. A director, officer or staff member shall have an indirect interest in a proposed transaction if (1) the other party to the transaction is related to such director, officer or staff member, (2) such other party is an entity in which the director, officer or staff member has a material financial interest, or (3) the director, officer or staff member is an officer, director or general partner of such other party.

A conflict of interest may also exist when the interests or concerns of any director, officer or staff member, or such member’s immediate family, or any party, group or organization to which such person has allegiance, may be seen as competing with the interests or concerns of the Corporation.

2. Conflict of Interest by Director or Officer

- 2.1 Each director or officer of the Corporation has a duty to disclose to the Board of Directors, or to any applicable Committee of the Board which the Board designates, the material facts of any proposed transaction of the Corporation in which such director or officer has any actual or potential conflict of interest.
- 2.2 The disclosure required under § 2.1 above must be made prior to any consideration of such proposed transaction by the Board or by any designated Committee of the Board.
- 2.3 The director or officer having the conflict shall not participate in the final deliberation or decision regarding the matter under consideration, and shall retire from the room during the deliberations.
- 2.4 Any proposed transaction in which a director or officer has a conflict of interest must be approved by a majority of the directors of the Board or of the designated Committee of the Board entitled to vote other than the interested director at a meeting at which a quorum is present, even though the disinterested directors may constitute less than a quorum. Such interested director, if present, may be counted solely for purposes of determining whether a quorum is present.

- 2.5 The minutes of the meeting of the Board of Directors or the designated Committee of the Board shall reflect that the conflict of interest was disclosed and that the interested person did not vote or participate in the final discussions, and, if appropriate, was not present during such discussions and vote.
- 2.6 Where there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or the designated Committee of the Board, excluding the person concerning whose situation the doubt has arisen.

3. Conflict of Interest by Senior Managers (Staff)

- 3.1 Each staff member has a duty to disclose to the Board of Directors of the Corporation the material facts of any proposed transaction of the Corporation in which such person has any actual or potential conflict of interest.
- 3.2 The disclosure required under § 3.1 above must be made prior to any consideration of such proposed transaction by the Corporation.
- 3.3 A staff member having an actual or proposed conflict of interest shall not participate in the deliberation or decision by the Corporation regarding the matter under consideration. However, he or she shall provide the Corporation with any and all relevant information regarding the matter.
- 3.4 The Board of Directors of the Corporation shall take such additional action as may be required to ensure that the conflict of interest is resolved, and shall maintain a record of the existence and resolution of the conflict.
- 3.5 When there is any doubt as to whether a conflict of interest exists, the matter shall be resolved by the Board of Directors.

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A copy of this conflict of interest policy shall be furnished to each director, officer and staff member who is presently serving the Corporation, or who may hereafter become associated with it. New directors, officers and staff members shall be advised of the policy upon undertaking the duties of such office. Each director, officer and staff member shall acknowledge their receipt, review and understanding of this conflict of interest policy and their compliance herewith by signing the acknowledgement form attached hereto and returning it to the Board of Directors.

Adopted by the Board of Directors on March 23, 2004.

ACKNOWLEDGEMENT

By signing below I hereby acknowledge and certify that I have received and read the Maternity Care Coalition Conflict of Interest Policy adopted March 23, 2004 by the Maternity Care Coalition Board of Directors, that I understand and will follow the policies and procedures outlined therein, and that I am in compliance with such policies and procedures. Disclosed below are potential or existing conflicts of interest or relationships which are subject to review. I agree to advise the Board of Directors promptly of any conflict of interest or relationship that may arise in the future which should be disclosed pursuant to those policies and procedures.

By: _____
Name: _____
Title: _____
Date: _____

Potential or Existing Conflicts of Interest:
