

**THE CHILDREN’S ONCOLOGY GROUP FOUNDATION
CONFLICT OF INTEREST POLICY**

ARTICLE I

Purpose

The purpose of this conflict of interest policy (this “**Policy**”) is to protect the interest of The Children’s Oncology Group Foundation (the “**Foundation**”) when contemplating entering into a transaction or arrangement that might benefit the private interest of one of the Foundation’s Members, Directors or Officers. This Policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not-for-profit and charitable organizations.

ARTICLE II

Definitions

1. **Interested Person.** Any Member, Director or Officer, who has a direct or indirect **financial interest**, as defined below, is an **interested person**.

2. **Financial Interest.** A person has a financial interest if such person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment interest in any entity with which the Foundation has a transaction or arrangement;
- b. a compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement; or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2 of this Policy, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

ARTICLE III

Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an **interested person** must disclose the existence of the **financial interest** and disclose all material facts to the Directors considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the **financial interest** and all material facts, and after any presentation by the **interested person**, the **interested person** shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest.**

- a. An **interested person** may make a presentation at the Board of Directors meeting, but after the presentation, the **interested person** shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Board of Directors shall appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement, if a majority of the Board of Directors deems such an investigation appropriate.
- c. After exercising due diligence, the Board of Directors shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is fair and reasonable and in the Foundation's best interest. The Foundation shall decide whether to enter into the transaction or arrangement in conformity with the above determination.

4. **Violations of the Conflicts of Interest Policy**

- a. If the Board of Directors has reasonable cause to believe a Member, Director or Officer has failed to disclose actual or possible conflicts of interest, it shall inform the Member, Director or Officer of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Member's, Director's or Officer's response and after making further investigation as warranted by the circumstances, the Board of Directors determines such person has failed to disclose an actual or possible conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

ARTICLE IV
Records of Proceedings

The minutes of Directors proceedings that concern possible conflicts of interest shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a **financial interest** in connection with an actual or possible conflict of interest, the nature of the **financial interest**, any action taken to determine whether a conflict of interest was present, and the Board of Directors decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE V
Compensation

A voting member of the Board of Directors who receives compensation, if any, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to such Director's compensation. However, such Director is not precluded from providing information to the Board of Directors regarding compensation.

ARTICLE VI
Annual Statements

Each Member, Director and Officer shall annually sign a statement which affirms such person:

- a. received a copy of this Policy;
- b. read and understands this Policy;
- c. agrees to comply with this Policy; and
- d. understands the Foundation is a not-for-profit corporation and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE VII
Periodic Reviews

To ensure the Foundation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by the Board of Directors. The periodic reviews shall, at a minimum, evaluate whether compensation arrangements and benefits are reasonable and the result of arm's length bargaining.