

MOTHER CABRINI HEALTH FOUNDATION, INC.

CONFLICT OF INTEREST POLICY

The Mother Cabrini Health Foundation, Inc. (the “Foundation”) is committed to maintaining the highest ethical standards in carrying out its charitable activities and programs. Accordingly, the Board of Directors (the “Board”) of the Foundation has adopted this Conflict of Interest Policy (the “Policy”) to provide guidance on how to deal appropriately with situations that may give rise to conflicts of interest and to comply with applicable laws concerning conflicts of interest.

Specifically, this Policy:

- Sets forth the appropriate procedures for identifying, monitoring, reporting and addressing conflicts of interest in accordance with legal requirements and fiduciary duties; and
- Describes circumstances that may give rise to conflicts of interest, including those that may constitute self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (the “Code”) and/or a Related Party Transaction under Section 715 of the New York Not-for-Profit Corporation Law.

While conflicts of interest should be avoided to the maximum extent possible, the purpose of this Policy is not to prohibit all transactions that may constitute a conflict of interest. It is understood that the Foundation benefits from individuals who have close associations with religious and charitable organizations that are central to carrying out the mission of the Foundation and that are appropriate recipients of Foundation grants. Rather, this Policy is designed to provide a framework to allow the Foundation to effectively analyze and manage conflicts of interest to ensure that decisions are made in the best interests of the Foundation and outside relationships do not improperly influence such decision-making.

The Audit Committee of the Board (the “Audit Committee”) will oversee the implementation of, and compliance with, this Policy, with the assistance of the Chief Compliance Officer of the Foundation.

This Policy is intended to comply with Section 715-a of the New York Not-for-Profit Corporation Law, effective July 1, 2014 as amended, and supplement, but not replace, any other applicable federal or state laws or regulations.

A. Definitions.

In addition to the definitions set forth in the provisions of this Policy, the following terms shall have the meanings ascribed to them below:

“Affiliate” means any entity controlled by, or in control of, the Foundation.

“Director” means a member of the Board of Directors.

"Disqualified Person" means:

- substantial contributors to the Foundation;
- Directors, Officers and persons having similar powers or responsibilities within the Foundation (collectively, "Foundation Managers");
- Relatives of Foundation Managers and substantial contributors to the Foundation;
- corporations, partnerships, trusts or estates in which Foundation Managers, substantial contributors to the Foundation, or their Relatives have more than 35% of the voting power, profits interest (in a partnership), or beneficial interest (in a trust or estate) (collectively, "Disqualified Entities"); and
- only in the self-dealing context, government officials.

"Financial Interest" means any economic benefit, direct or indirect, that is received or that will be received from any transaction, agreement (including a grant agreement) or other arrangement, involving the Foundation, including direct or indirect remuneration.

"Key Person" means any person, other than a Director or Officer (whether or not an employee of the Foundation) who (i) has responsibilities, or exercises powers or influence over the Foundation as a whole similar to the responsibilities, powers or influence of a Director or Officer; (ii) manages the Foundation, or a segment of the Foundation that represents a substantial portion of the activities, assets, income or expenses of the Foundation; or (iii) alone or with others controls or determines a substantial portion of the Foundation's capital expenditures or operating budget.

"Officer" means an individual appointed or elected by the Board or the members of the Foundation to serve as an officer of the Foundation.

"Related Entity" means any entity in which a Director, Officer, or Key Person of the Foundation or an Affiliate of the Foundation, or a Relative of any such individual, has a thirty-five percent (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 five percent (5%).

"Related Party" means (i) any Director, Officer or Key Person of the Foundation or an Affiliate of the Foundation; (ii) any Relative of a Director, Officer or Key Person of the Foundation or an Affiliate of the Foundation; or (iii) any Related Entity of a person described in clause (i) or (ii).

"Related Party Transaction" means any transaction, agreement or other arrangement in which a Related Party has a Financial Interest and in which the Foundation or any Affiliate of the Foundation is a participant. Related Party Transactions do not include transactions, agreements and arrangements: (1) where the Related Party's Financial Interest in the transaction, agreement or arrangement is *de minimis*; (2) that would not customarily be reviewed by the Board or boards of similar organizations and are available to others on the same or similar terms; or (3) that constitute a benefit provided to a Related Party only as a member of a class of the beneficiaries that the Foundation intends to benefit as a part of its mission, as long as the benefit is available to

similarly situated members of the same class on the same terms. For purposes of this provision, *de minimis* means a single transaction that does not exceed \$10,000; or multiple transactions with a single third-party within a twelve (12) month period that does not exceed this threshold.

“Relative” means an individual’s spouse, domestic partner, parent, ancestor, child, grandchild, great-grandchild or sibling, and the spouse or domestic partner of a child, grandchild, great-grandchild or sibling.

B. Conflict of Interest Generally.

A “Conflict of Interest” under this Policy means (i) a Related Party Transaction or (ii) any interest in a transaction, agreement or arrangement, financial or otherwise, involving a Director, Officer or Key Person of the Foundation that could reasonably be perceived to impair such individual’s ability to independently and objectively discharge his or her responsibilities and duties to the Foundation (in the case of (i) or (ii), a “Transaction”).

As described herein, all Related Party Transactions require the approval of the Audit Committee. All other Transactions may be approved by the Chair of the Audit Committee.

The Audit Committee may elect to treat any Transaction, or any other relationship or potential conflict of interest involving any Director, Officer or Key Person of the Foundation, as a Conflict of Interest that is subject to the terms of this Policy.

Any approval required under this Policy is in addition to any Board, committee or management approval required under the Financial Policies and Procedures of the Foundation or any other policy of the Foundation.

C. Procedures for Disclosing Conflicts of Interest.

1. Each Director, Officer and Key Person of the Foundation is required to complete and sign a conflict of interest disclosure statement (“Annual Disclosure Statement”) prior to his or her election or appointment as a Director, Officer or Key Person, as applicable, and thereafter on an annual basis. The information required to be disclosed in the Annual Disclosure Statement includes, at a minimum: (i) any entity of which the Director, Officer or Key Person is an officer, director, trustee, member, owner (either as a sole proprietor or partner) or employee and with which the Foundation has a relationship, (ii) any Financial Interest (either directly or through a Related Entity) in any corporation, organization, partnership or other entity which provides professional or other goods or services to the Foundation for a fee or other compensation, and (iii) any Transaction in which such Director, Officer or Key Person or any of his or her respective Relatives or Related Entities is involved or expects to be involved.
2. A sample form of the Annual Disclosure Statement is attached as Appendix A hereto. The Audit Committee is authorized to amend the form of Annual Disclosure Statement from time to time, as it deems necessary or appropriate.
3. All Annual Disclosure Statements must be submitted to the Chief Compliance Officer. The Chief Compliance Officer will provide the Chair of the Audit Committee with a copy

of the completed Annual Disclosure Statements along with a report summarizing any significant disclosures.

4. When a Director, Officer or Key Person of the Foundation becomes aware that he or she may have a Conflict of Interest that was not otherwise disclosed in the Annual Disclosure Statement, he or she must promptly disclose all material facts concerning the potential Conflict of Interest, including the details of any Financial Interest, to the Chief Compliance Officer. The Chief Compliance Officer will provide the Chair of the Audit Committee a report summarizing all such disclosures along with a copy of such disclosures, if requested by the Chair of the Audit Committee. In the event the Chief Compliance Officer must disclose a potential Conflict of Interest, he or she shall make such disclosure to the Chair of the Audit Committee.

D. Procedures for Addressing Conflicts of Interest.

1. Once an interest in a Transaction has been disclosed, the Chief Compliance Officer, in consultation with legal counsel, will first assess whether the related Transaction would constitute "self-dealing" under federal tax laws and regulations. As discussed in further detail in Appendix B, the federal self-dealing rules prohibit certain types of transactions between a private foundation and Disqualified Persons, regardless of whether the transaction is beneficial to the Foundation. All Directors, Officers, or Key Persons are required to disclose to the Chief Compliance Officer of the Foundation in advance of any Transaction that could potentially violate these self-dealing rules. If a Transaction would constitute self-dealing, the Foundation is not permitted to engage in that Transaction and no further analysis of the Conflict of Interest under this Policy is appropriate or necessary.
2. If a Transaction does not constitute self-dealing, the Transaction will be evaluated to determine whether it gives rise to a Conflict of Interest under this Policy. The Audit Committee has authorized the Chief Compliance Officer of the Foundation to review the Transactions disclosed hereunder by Directors, Officers and Key Persons and provide the Chair of the Audit Committee with his or her (i) assessment of whether the Transaction would constitute a Conflict of Interest under this Policy, and (ii) recommendation on the action that should be taken with respect to such Transaction in accordance with the procedures set forth in Section D.4 below. Specifically, the Chief Compliance Officer shall recommend to the Chair of the Audit Committee, for his or her approval, one of the following actions:
 - No Conflict of Interest is present
 - A Conflict of Interest is present and review and approval by the Audit Committee is required; or
 - A Conflict of Interest is present and review and approval by the Chair of the Audit Committee is required.

3. Upon review of the Chief Compliance Officer’s assessment and recommendation, the Chair of the Audit Committee will review the relevant information provided and make a determination as to whether the Transaction constitutes a Conflict of Interest and which action should be taken.
4. If the Chair of the Audit Committee determines that a Transaction does not constitute a Conflict of Interest, the Chief Compliance Officer will record such determination in the records maintained by the Chief Compliance Officer and no further action is required under this Policy. If, alternatively, the Chair of the Audit Committee determines that a Transaction constitutes a Conflict of Interest, the Transaction will be reviewed and approved in accordance with the following procedures:

- a. *Related Party Transactions*

If the Transaction is a Related Party Transaction, the Transaction must be reviewed and approved by the Audit Committee. No Related Party Transaction may be entered into by the Foundation unless the Audit Committee determines that the Related Party Transaction is fair, reasonable, and in the best interest of the Foundation.

The following guidelines apply with respect to the Related Party Transactions:

- i. In addition to determining that a Related Party Transaction is fair, reasonable, and in the best interest of the Foundation, whenever a Related Party has a “substantial financial interest” in a Related Party Transaction, the Audit Committee shall:
 - (1) Consider alternative transactions to the extent available;
 - (2) Approve the Related Party Transaction by not less than a majority vote of the disinterested Directors present at the meeting of the Audit Committee; and
 - (3) Contemporaneously document in the meeting minutes the basis for the Audit Committee’s approval of the Related Party Transaction, including its consideration of any alternative transactions.

The term “substantial financial interest” is not defined under state or federal law. In determining whether a Related Party has a substantial financial interest in a Related Party Transaction, the Audit Committee will consider the overall economic value of the transaction and the financial significance of the transaction to the applicable Director, Officer or Key Person. For example, if the compensation of a Director, Officer or Key Person, or a Relative of such individual, is likely to be materially increased or decreased depending on whether the Foundation enters into a transaction, agreement or arrangement, a substantial financial interest is likely to be deemed present.

- ii. To ensure the objectivity and independence of the decision-making process, the Director, Officer or Key Person who is involved in the Related Party Transaction:
 - (1) Shall not be present for or participate in the deliberation or vote on the Related Party Transaction (however, such person may participate in the information-gathering stage of the Audit Committee's review);
 - (2) If a Director, shall not vote on the Related Party Transaction; and
 - (3) Shall not improperly influence the deliberation or vote on the Related Party Transaction.
- iii. All Audit Committee determinations regarding Related Party Transactions, including all questions as to whether a Related Party has a Financial Interest or substantial financial interest in a Related Party Transaction, shall be resolved by a majority vote of the disinterested Directors present at the meeting. An interested individual, if he or she is a Director, may be counted for quorum purposes but, as set forth above, may not be present for or participate in the deliberation or vote on the Related Party Transaction.
- iv. The minutes of the meeting of the Audit Committee considering a Related Party Transaction shall be documented contemporaneously and shall, to the extent applicable:
 - (1) Reflect that the Related Party's interest in the Related Party Transaction was disclosed;
 - (2) Describe the nature of the Related Party Transaction;
 - (3) State the names of the persons who were present for the deliberations and voting on the Related Party Transaction, and that the relevant Director, Officer, or Key Person left the meeting during the deliberations and voting. If a Director, state that the Director did not vote on the Related Party Transaction;
 - (4) Describe the action taken by the Audit Committee relating to the Related Party Transaction (e.g., approval or disapproval). If the Transaction was approved, state the basis for the Audit Committee's determination that the Related Party Transaction was fair, reasonable and in the best interest of the Foundation; and
 - (5) Describe any consideration of comparability data and/or alternative transactions by the Audit Committee.

b. *Transactions Other Than Related Party Transactions*

The following procedures apply for all Transactions other than Related Party Transactions:

- i. The Chair of the Audit Committee is authorized to approve Transactions which are not determined to be Related Party Transactions under this Policy. If the Chair of the Audit Committee is not disinterested with respect to the applicable transaction, the Audit Committee as a whole must review and approve the Transaction.
- ii. At the discretion of the Chair of the Audit Committee, any such Transaction may be referred to the full Audit Committee for its review and approval.
- iii. A list of all Transactions approved by the Chair of the Audit Committee shall be provided to the other members of the Audit Committee and a report of such approvals shall be made at the next meeting of the Audit Committee.

E. Specific Guidelines for Grants

In addition to the foregoing, with respect to any grants made or proposed to be made by the Foundation, no Director, Officer or Key Person of the Foundation who receives, or has a Relative who receives, compensation from a grantee or potential grantee, whether directly, or indirectly through any entity in which the such individual is an employee, director, officer, trustee, partner or owner, shall participate in the deliberation or vote by the Board or a committee thereof regarding any grants or proposed grants to such organization, provided, however, that such Director, Officer or Key Person may provide information to or answer questions from the Board or committee related to the grant or proposed grant prior to the deliberation and vote thereof.

F. Specific Guidelines for Foundation Investments

1. No Director, Officer or Key Person or his or her Relatives or Related Entities may receive, directly or indirectly, a financial benefit (e.g., reduced management fee or opportunity to participate at a reduced minimum) that other investors do not receive as a result of an actual or potential co-investment with the Foundation. Additionally, Foundation staff employed in the investment and finance functions of the Foundation may not, without prior review and approval by the Audit Committee, participate in any limited partnership or other investment opportunity (i) which is not generally available or known to the public, and (ii) in which the Foundation has made or is considering making an investment, or which has been suggested by a current or prospective investment manager as a potential Foundation investment.
2. In the course of carrying out his or her duties, a Director, Officer or Key Person may acquire confidential information about the financial assets of the Foundation, including its investments. Consistent with the obligations of confidentiality generally (see Section G of the Policy), Directors, Officers and Key Persons must keep such information confidential and must not use the information for his or her personal advantage or for

purposes other than carrying out his or her Foundation duties. Additionally, all Directors, Officers and Key Persons must comply with all applicable laws and regulations relating to the use (e.g., trading) and communication of material non-public information regarding a publicly traded company.

G. Additional Conflict of Interest Guidelines.

In addition to the guidelines and procedures for Transactions set forth above, no Director, Officer or Key Person of the Foundation shall:

1. Divulge to any outside source any confidential information regarding the Foundation;
2. Utilize any information secured by reason of their position, for personal advantage or profit, unless the information was equally available to the general public;
3. Accept commissions, gifts, credit, loans, entertainment or any other favors from outside parties in connection with any transaction entered into by the Foundation, which go beyond courtesies of *de minimis* value associated with acceptable business practices; and
4. Pursue or assume outside employment and other activities which interfere with their duties or which involve obligations that may conflict with the interest of the Foundation.

H. Compliance with Policy.

If the Audit Committee has reasonable cause to believe any individual covered by this Policy has failed to disclose an actual or possible conflict of interest, including any Financial Interest, the Audit Committee, working in conjunction with the Chief Compliance Officer, shall notify such individual of its belief and afford him or her an opportunity to explain the alleged failure to disclose. If, upon its review, the Audit Committee, with the assistance of the Chief Compliance Officer, determines that the individual involved has failed to comply with this Policy, such individual shall be subject to appropriate disciplinary and corrective action.

I. Oversight.

The Audit Committee shall be responsible for oversight of this Policy. The Audit Committee shall review the Policy annually and recommend changes to the Board from time to time as it may deem appropriate.

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This Policy was adopted by the Foundation's Board of Directors on December 2, 2019.

Appendix A

**MOTHER CABRINI HEALTH FOUNDATION, INC.
CONFLICT OF INTEREST DISCLOSURE STATEMENT**

Name: _____

1. Please list below each corporation, organization, or other entity in which you:
 - a. Serve as a director, officer, trustee, member or employee;
 - b. Hold a thirty-five percent (35%) or greater ownership or beneficial interest; or
 - c. In the case of a partnership or professional corporation, hold a direct or indirect ownership interest in excess of five percent (5%).

(Please attach additional pages if necessary).

Entity Name	Type of Organization¹	Role and/or Relationship

¹ This could include corporate type (not-for-profit, LLC, partnership etc.) or type of work the organization is involved with (social service agency, public policy etc.)

4. During the past 12 months, did you or any Relatives or Related Entities engage in any transaction, agreement or arrangement with the Foundation or receive any grant from the Foundation.

Yes _____ No _____

If Yes, disclose all material facts and other relevant information relating to the receipt of such items of value, including the name of the entity providing the items and the monetary value of such items.

(Please attach additional pages if necessary).

5. During the past 12 months, did you or any Relatives or Related Entities accept any gifts, gratuities, loans, entertainment (including meals) or any other favors or items of value from outside parties in connection with any transaction entered into by the Foundation, which go beyond courtesies of nominal value associated with acceptable business practices? For purposes of this question, nominal value means less than \$100.

Yes _____ No _____

If Yes, disclose all material facts and other relevant information relating to the receipt of such items of value, including the name of the entity providing the items and the monetary value of such items.

(Please attach additional pages if necessary).

6. Other than as disclosed above, are you or any Relative involved, or do you or a Relative expect to be involved, or have an interest in, any transaction, agreement or arrangement that may give rise to a Conflict of Interest (including, for the avoidance of doubt, through any Related Entity)?

Yes _____ No _____

If Yes, please (1) identify all of the parties to each such transaction, (2) disclose all material facts concerning your interest in each such transaction, or any other Related Party’s interest in each such transaction, and (3) disclose all other information relevant to each such transaction. *(Please attach additional pages if necessary).*

Capitalized terms not defined herein have the same meaning as in the Foundation’s Conflict of Interest Policy, a copy of which is attached hereto.

I hereby certify that I have received a copy of the Foundation’s Conflict of Interest Policy (attached hereto), have read and understand the policy, and agree to abide by it.

Signature: _____

Date: _____

Appendix B

FEDERAL SELF-DEALING REGULATIONS OF THE INTERNAL REVENUE CODE

Section 4941 of the Internal Revenue Code (the “Code”) and related Treasury Regulations prohibit the Foundation from engaging in acts of “self-dealing” with “disqualified persons.” Disqualified persons with respect to the Foundation are defined by the Code to include Directors and Officers of the Foundation and individuals having powers or responsibilities similar to directors and officers (“Foundation Managers”), family members of Foundation Managers (including his or her spouse, parents, children, grandchildren and spouses of children and grandchildren), and any corporation, partnership, trust or estate in which a Foundation Manager or any family member of a Foundation Manager (as described above) has more than 35 percent of the voting power, profits interest or beneficial interest.

Disqualified persons are prohibited from entering into the following types of transactions under the self-dealing regulations:

- Sale, exchange, or leasing of property between the Foundation and any disqualified person;
- Lending of money or other extension of credit between the Foundation and a disqualified person, other than the lending of money by a disqualified person to the Foundation without interest or other charge, so long as the loan proceeds are used exclusively for charitable purposes;
- Furnishing of goods, services or facilities between the Foundation and a disqualified person, other than the furnishing of goods, services or facilities by a disqualified person to the Foundation without charge so long as the goods, services or facilities are used exclusively for charitable purposes;
- Payment of compensation or reimbursement of expenses by the Foundation to a disqualified person, other than the payment of compensation and the payment or reimbursement of expenses by the Foundation to a disqualified person for personal services that are reasonable and necessary to carrying out the exempt purposes of the Foundation, so long as the compensation, payment, or reimbursement is not excessive;
- Transfer to, or use by or for the benefit of a disqualified person of the income or assets of the Foundation; or
- Agreement by the Foundation to make any payment of money or other property to a U.S. government official.

Prior to entering into any contract or other transaction involving a disqualified person, the Foundation must consider whether the contract or transaction would result in a violation of the prohibition against self-dealing. In making this determination, it is irrelevant whether a particular act or transaction would result in a benefit or a detriment to the Foundation.