

UNITED CEREBRAL PALSY, INC.

**Board of Trustees Resolution
Regarding
Disclosure of Certain Interests of Board Members
and
Principal Management Employees**

WHEREAS, service to UCP as a Board member or principal management employee entails a duty of loyalty to UCP and the responsibility to discharge the duties of the office in good faith; and

WHEREAS, it is not in the best interest of UCP to preclude the service of qualified persons solely due to a possible conflict of interest; and

WHEREAS, full disclosure of any possible conflict of interest by Board members and principal management employees is in the best interest of UCP;

THEREFORE, the **Board of Trustees of UCP RESOLVES** that the following policy is adopted:

1. Any possible conflict of interest on the part of Board Members and principal management employees shall be disclosed and made a matter of record through an annual review procedure.
2. Possible conflicts shall also be disclosed when the possible conflict matter could influence the decision-making process of UCP or a matter pending before the Board.
3. Board members and principal management employees shall be held to a requirement of strict loyalty to UCP, and shall not use their positions or knowledge so that a possible conflict of interest will arise between them and the interests of UCP.
4. A Board member or principal management employee who has a possible conflict of interest with respect to any matter involving UCP and him/herself, or some entity with which he/she has some interest, shall not exercise any recommending or decision-making authority or exercise personal influence in the disposition of the matter.
5. Nothing in this policy shall prevent any Board member or principal management employee from reporting knowledge about a matter involving a possible conflict of interest or from answering pertinent questions. Board members and principal management employees shall also inform the Board Chair if they know of any

reason why a proposed decision or transaction would not be in the best interests of UCP.

6. Board members and principal management employees shall not accept any gifts, gratuities, entertainment or other favors that would influence their judgment or actions concerning the interest of UCP.
7. The President shall circulate annually to all Board members and principal management employees, and shall keep on file during their service to UCP, such questionnaires and other forms as may be necessary to carry out the intent of this resolution.
8. The President and Board Chair of UCP shall from time to time identify those staff members who shall be subject to the policy of this resolution.

FURTHER RESOLVED that this policy shall be reviewed annually for the information and guidance of Board members and principal management employees, and that all such persons newly employed or newly in office shall be advised of this policy upon assuming their duties.

UNITED CEREBRAL PALSY, INC.

QUESTIONNAIRE

Print Name: _____

- (1) Please disclose all business affiliations that constitute a source of income to you or members of your immediate family, and which might give rise to a possible conflict of interest between you and UCP. This includes proprietorships, partnerships, limited liability companies, stock ownership in excess of five percent of a corporation's outstanding voting shares, and employment and contractual relationships. You may exclude any affiliation as to which no possible conflict could arise by reason of geographical location of the other entity.

- (2) Please disclose all director and officer positions that you or members of your immediate family hold with corporate (business) organizations. You may exclude any position with a corporation that, by reason of its geographical location or line of business would not contract with UCP.

- (3) Please disclose all director and officer positions that you or members of your immediate family hold with nonprofit organizations.

- (4) Please disclose all director and officer positions that you or members of your immediate family hold with any governmental or public entity.

- (5) Please disclose any other relationship or affiliation of you or any member of your immediate family that may be within the spirit of UCP's disclosure policy.

Reminder to Board Members: If at any time there is a matter under consideration that you believe may constitute a direct or indirect conflict of interest between your interests and the interests of UCP, it is your obligation to disclose the facts surrounding the possible conflict to your fellow Trustees and to refrain from voting on the matter.

By signing this document, you acknowledge that you have received and read the Conflict of Interest Policy set forth in the attached resolution of the UCP Board, and that you understand and agree to abide by the terms of that policy.

Date

Signature

Please Print Name