



Conflict of Interest Policy

Application of Policy

This Policy applies to members of Barth Syndrome Foundation's ("BSF's") Board, Scientific & Medical Advisory Board ("SMAB"), Committees, employees and other volunteer leadership. A volunteer is covered under this Policy if that person has been granted significant independent decision-making authority with respect to financial or other resources of BSF. Persons covered under this Policy are hereinafter referred to as "Interested Parties."

Conflict of Interest

A conflict of interest may exist when the interests or concerns of an Interested Party may be seen as competing with the interests or concerns of BSF. There are a variety of situations which raise conflict of interest concerns including, but not limited to, the following.

Financial Interests - A conflict may exist where an Interested Party, or a relative or business associate of an Interested Party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by BSF. Examples include situations where:

BSF contracts to purchase or lease goods, services, or properties from an Interested Party, or a relative, or business associate of an Interested Party;

BSF purchases an ownership interest in or invests in a business entity owned by an Interested Party, or by a relative or business associate of an Interested Party;
BSF offers employment to an Interested Party, or a relative, or business associate of an Interested Party, other than a person who is already employed by BSF;

an Interested Party, or a relative or business associate of an Interested Party, is

provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with BSF;

an Interested Party, or a relative or business associate of an Interested Party, is gratuitously provided use of the facilities, property, or services of BSF.

Other Interests - A conflict may also exist where an Interested Party, or a relative or business associate of an Interested Party, obtains a non-financial benefit or advantage that they would not have obtained absent their relationship with BSF, or where their duty or responsibility owed to BSF conflicts with a duty or responsibility owed to some other organization. Examples include where:

an Interested Party seeks to obtain preferential treatment by BSF for themselves, or relative, or business associate;

an Interested Party seeks to make use of confidential information obtained from BSF for their own benefit, or for the benefit of a relative, business associate, or other organization;

an Interested Party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which they have reason to believe would be of interest to BSF.

Disclosure of Actual or Potential Conflicts of Interest

An Interested Party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An Interested Party shall complete a questionnaire, in the form attached hereto, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon their association with BSF, and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For Board members, the disclosure statements shall be provided to the Chairperson of the Board, or in the case of the Chairperson’s disclosure statement

shall be provided to the Secretary of the Board. Copies shall also be provided to the Executive Director of BSF.

In the case of staff or volunteers with significant decision-making authority, the disclosure statements shall be provided to the Executive Director of BSF, or in the case of the Executive Director's disclosure statement shall be provided to the Chairperson of the Board.

The Secretary of the Board of Directors shall file copies of all disclosure statements with the official corporate records of BSF.

Procedures for Review of Actual or Potential Conflicts - Generally

Whenever there is reason to believe that an actual or potential conflict of interest exists between BSF and an Interested Party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described in Sections V and VI, below, with respect to a specific proposed action or transaction. Where the actual or potential conflict involves an employee of BSF other than the Executive Director, the Executive Director shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of BSF.

The Executive Director shall report to the Chairperson the results of any review and the action taken. The Chairperson, in consultation with the Executive Committee, shall determine if any further board review or action is required.

Procedures for Addressing Conflicts of Interest - Specific Transactions

Where an actual or potential conflict exists between the interests of BSF and an Interested Party with respect to a specific proposed action or transaction, BSF shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the Board of Directors of BSF. The following procedures shall apply:

An Interested Party who has an actual or potential conflict of interest with respect to a proposed action or transaction of BSF shall not participate in any way in, or be present during, the deliberations and decision making of BSF with respect to such action or transaction. The Interested Party may, upon request, be available to

answer questions or provide material factual information about the proposed action or transaction.

The disinterested members of the Board of Directors may approve the proposed action or transaction upon finding that it is in the best interests of BSF. The Board shall consider whether the terms of the proposed transaction are fair and reasonable to BSF and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an Interested Party.

Approval by the disinterested members of the Board of Directors shall be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An Interested Party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance.

The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the Interested Party.

Violations of Conflict of Interest Policy

If the Board of Directors has reason to believe that an Interested Party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the Interested Party and making such further investigation as may be warranted in the circumstances, the Board determines that the Interested Party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Attachment B

Conflict of Interest Policy Annual Affirmation of Compliance and Disclosure Statement

I have received and carefully read the Conflict of Interest Policy of Barth Syndrome Foundation (the "Policy") and have considered not only the literal expression of the

policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I am an Interested Party as defined in the Policy and I understand and agree to comply with the Conflict of Interest Policy.

I further understand that Barth Syndrome Foundation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, below, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of Barth Syndrome Foundation, nor does any relative or business associate have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Chairperson of the Board of Directors of Barth Syndrome Foundation or to the Executive Director, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print)

Signature

Date

Disclosure Statement

Please complete the questionnaire, below, indicating any actual or potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action or transaction in the space allowed. Attach additional sheets as needed.

Financial Interests - A conflict may exist where an Interested Party, or a relative or business associate of an Interested Party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by BSF.

Please indicate, during the past 12 months:

Has BSF contracted to purchase or lease goods, services, or property from or otherwise had a direct business relationship with you, or from any of your relatives or business associates?	Yes
	No

If yes, please describe:

Has BSF purchased an ownership interest in or invested in or provided an endorsement to a business entity owned by you, or owned by any of your relatives or business associates?	Yes
	No

If yes, please describe:

Has BSF offered employment to you, or to any of your relatives or business associates, other than a person who was already employed by BSF?	Yes
	No

If yes, please describe:

Have you, or have any of your relatives or business associates, been provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with BSF? Yes
No

If yes, please describe:

Have you, or any of your relatives or business associates, been gratuitously provided use of the facilities, property, or services of BSF or received a grant, loan or other financial assistance from BSF? Yes
No

If yes, please describe:

Has a relative had a direct or indirect business relationship with BSF? Yes
No

If yes, please describe:

Have you served as an officer, director, trustee, key employee, partner or member/shareholder of an entity doing business with BSF? Yes
No

If yes, please describe:

Other Interests - A conflict may also exist where an Interested Party, or a relative or business associate of an Interested Party, obtains a non-financial benefit or advantage that they would not have obtained absent their relationship with BSF, or where their duty or responsibility owed to BSF conflicts with a duty or responsibility owed to some other organization.

Please respond to the following questions indicating if you had this activity anytime during the past twelve months:

Did you obtain preferential treatment by BSF for yourself, or for any of your relatives or business associates? Yes
No

If yes, please describe:

Did you make use of confidential information obtained from BSF for your own benefit, or for the benefit of a relative, business associate, or other organization? Yes
No

If yes, please describe:

Did you take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which you had reason to believe would be of interest to BSF? Yes
No

If yes, please describe: