

CONFLICT OF INTEREST

(Adopted March 18, 2009)

I. General

The District of Columbia Bar Foundation (the “Foundation”) is a charitable organization whose Board members, officers, and staff serve the charitable purposes of the organization. This conflict of interest policy is intended to permit the Foundation to identify, evaluate, and address any real, potential or apparent conflicts of interest that might, in fact or in appearance, call into question their duty of loyalty to the Foundation.

II. Covered Persons

This policy applies to the Foundation Board members, officers, and staff (each, a “Covered Person”). Each Covered Person shall be required annually (typically in advance of the first quarterly Board meeting) to acknowledge that he or she has read and is in compliance with this policy.

III. Covered Transaction

Except as otherwise set forth below, this policy applies to transactions between the Foundation and a Covered Person, or between the Foundation and a Family Member or Affiliated Entity of a Covered Person.

Family member includes an ancestor, spouse, sibling, child, grandchild, great-grandchild, or spouse of a sibling, child, grandchild or great-grandchild. Affiliated Entity includes an entity in which the Covered Person is an officer, director, trustee, general partner, managing member, employee, or more than 10% owner (individually or with one or more Family Members or Affiliated Entities).

A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interests of a Covered Person may be seen as competing with the interests of the Foundation.

IV. Disclosure

When a Covered Person becomes aware of a proposed Covered Transaction involving his or her own interests or those of a Family Member or Affiliated Entity, he or she shall have a duty to take the following actions: (a) immediately disclose the existence and circumstances of such Covered Transaction, in writing, to the Chair of the Foundation’s Audit Committee, with a copy to the Foundation’s Executive Director (or if the Covered Person is a staff member, to the Foundation’s Executive Director); (b) refrain from using his or her personal influence to encourage the Foundation to enter into the Covered Transaction; and (c) physically excuse himself or herself (such as by leaving the meeting or conversation) from participation in any discussions regarding the Covered Transaction

with officers and employees of the Foundation and at meetings of the Board or Board Committee, except to respond to requests for information about the Covered Transaction.

In order to assist the Foundation in identifying potential Covered Transactions, each Covered Person shall annually (typically in advance of the first quarterly Board meeting) complete a Conflict of Interest Questionnaire provided by the Foundation, and shall update such Questionnaire as necessary to reflect changes during the course of the year. Completed Questionnaires shall be available for inspection by any Board member (and if the Covered Person is a staff member, by the Foundation's Executive Director) and may be reviewed by the Foundation's legal counsel.

V. Approval of Covered Transactions

The Foundation may enter into a Covered Transaction if the Board of Directors determines, acting without the participation of the Covered Person and based on comparable market data (when applicable), that such transaction is fair, reasonable, and in the best interests of the Foundation. Where a specific authorization of the Board is required, any Covered Person who is a Board member should refrain from voting on the matter, although such Covered Person shall be counted for determining whether a quorum is present.

The Board shall document the basis for this determination in the minutes of the meeting at which the Covered Transaction is considered, and shall consult with the Foundation's legal advisor as necessary.

VI. Administration

This policy shall be administered by the Audit Committee, which shall be responsible for the following: (a) reviewing reports regarding the Conflict of Interest Questionnaires; (b) receiving disclosures of proposed Covered Transactions; (c) reviewing proposed Covered Transactions to determine whether they meet the above-described standard; and (d) maintaining minutes and such other documentation as may be necessary and appropriate to document its review of Covered Transactions.

The Audit Committee shall have the authority to review the operation of this policy and recommend to the Board from time to time such changes as it may deem appropriate.

A copy of this conflict of interest policy shall be furnished to each Board member, officer, and staff member who is presently serving the Foundation and to all new directors, officers, and staff members upon undertaking the duties of office.

CONFLICT OF INTEREST QUESTIONNAIRE

The District of Columbia Bar Foundation (the “Foundation”) requires each Board member, officer, and staff member annually (1) to review the Foundation’s Conflict of Interest Policy (the “Policy”); (2) to disclose any possible personal, familial, or business relationship that reasonably could give rise to a conflict of interest or the appearance of a conflict of interest; and (3) to acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of such Policy.

The information provided on this form shall be available for inspection by members of the Board, the Foundation’s Executive Director, and the Foundation’s legal counsel, but shall otherwise be held in confidence except when, after consultation with the applicable board member or staff member, the Board determines that the Foundation’s best interest would be served by disclosure. The existence of a conflict of interest, including an indication whether a director recused himself or herself from consideration of a transaction, also may be reflected in the minutes of any Board meeting at which the transaction is considered by the Board.

Please respond to the following questions to the best of your knowledge.¹

1. Please list all of your Affiliated Entities (as defined in the Policy) that have sought or may seek to do business with (including seeking grant funding from) the Foundation.

Name of Entity	Nature of Interest or Relationship

2. Please list all business dealings the Foundation has had in the past year with you, your Family Members (as defined in the Policy), and/or entities listed in paragraph 1 above.

Name of Person or Entity	Description of Transaction

¹ Use continuation sheets, if needed, to provide more detailed answers to any of the questions.

3. Please list any proposed business dealings between the Foundation and you, your Family Members, and/or entities listed in paragraph 1 above. Describe the nature of your interest, including any potential financial benefit to you.

Name of Person or Entity	Proposed Transaction	Nature of Your Interest

4. Does a Family Member of yours serve on the board of or as an employee of an organization that has applied for a grant from the Foundation? If so, please identify the grantee and describe your Family Member's role.
5. Are you aware of any other relationships, arrangements, transactions or matters involving the Foundation which could create a conflict of interest or the appearance of conflict between your interests and those of the Foundation? If so, please describe.

I have received and read the Conflict of Interest Policy of the D.C. Bar Foundation. I am currently, and agree to remain, in compliance with the Policy.

Date

Signature

Directors and Officers: Please return to the Foundation's Secretary
Staff Members: Please return to the Foundation's Executive Director