

# Baptist Towers Foundation, Inc.

## Conflict of Interest Policy

A Director shall be considered to have a conflict of interest if (1) such Director has existing or potential financial or other interest that impairs or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the Foundation, or (2) such Director is aware that a member of his or her family, or any organization in which such Director (or member of his or her family) is an officer, director, employee, member, partner, Director, or controlling stockholder, has such existing or potential financial or other interest. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Director.

All Directors shall disclose to the Board any possible conflict of interest at the earliest practical time. In such cases, the Board shall consider whether a conflict exists. If the Board determines that a conflict exists, the Director shall abstain from voting on such matters under consideration by the Board of Directors or its committees involving the party with whom the Director has the conflict. The minutes of such meeting shall reflect that a disclosure was made and that the Director who has a conflict abstained from voting.

Furthermore, a Director shall not use the authority, title, influence, or prestige of his or her position to solicit business for others or otherwise obtain a private financial, social, or political benefit, which in any manner would be inconsistent with the interest and mission of the Foundation, nor shall a Director disclose confidential information gained by reason of the Director's position for personal gain, benefit or to secure special privileges or exemption for him or herself or others.

Any Director who is uncertain whether a conflict of interest may exist in any matter may request that the Board of Directors or committee resolve the question in his or her absence by majority vote. Each Director shall annually complete and sign a disclosure form.

### ACKNOWLEDGEMENT:

I have read the Baptist Towers Conflict of Interest Policy.

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Name (printed)

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Name (signature)

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Date