

Conflict of Interest Policy

I. Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of the Gentle Journey Foundation (the “Foundation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, board member, key employee, or committee member.

This policy is intended to:

Ensure integrity and public trust.

Comply with federal and state nonprofit regulations.

Safeguard the Foundation’s tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Promote transparency and accountability in all decision-making.

II. Definitions

1. Interested Person.

Any director, principal officer, board member, committee member with board-delegated powers, or key employee who has a direct or indirect financial or personal interest in a matter being considered by the Foundation.

2. Financial Interest.

A person has a financial interest if they, directly or indirectly, through business, investment, or family:

Have an ownership or investment interest in any entity with which the Foundation has a transaction or arrangement.

Have a compensation arrangement with the Foundation or with any entity the Foundation is considering a transaction with.

Have a potential ownership, compensation, or financial benefit related to a Foundation decision. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A conflict exists only when the Board determines that the financial interest could improperly influence the decision-making process.

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III. Duty to Disclose

Any individual with a potential conflict of interest must:

Disclose the existence of the financial or personal interest.

Disclose all material facts related to the potential conflict.

Make such disclosure prior to any discussion or vote on the matter.

Disclosure shall be made to the Board of Directors or appropriate committee prior to deliberation.

IV. Determining Whether a Conflict Exists

After disclosure:

The interested person shall leave the meeting during the discussion and vote.

The remaining Board members shall determine whether a conflict of interest exists.

The determination shall be made by majority vote of the disinterested directors.

V. Procedures for Addressing the Conflict

If a conflict is determined to exist:

The interested person may present factual information but must leave before deliberation and vote.

The Chairperson may appoint a disinterested person or committee to investigate alternatives.

The Board shall determine whether the Foundation can obtain a more advantageous transaction with reasonable effort from a party without a conflict.

If no better alternative is reasonably possible, the Board may approve the transaction only if:

It is in the Foundation's best interest

It is fair and reasonable

It furthers the Foundation's charitable mission

The vote and reasoning shall be documented in the meeting minutes.

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VI. Violations of the Policy

If the Board has reasonable cause to believe a member has failed to disclose an actual or possible conflict of interest:

The member shall be informed and given an opportunity to explain.

If the Board determines a violation occurred, it may take appropriate corrective and disciplinary action.

VII. Records of Proceedings

The minutes of Board and committee meetings shall contain:

The names of persons who disclosed or were found to have a financial interest.

The nature of the financial interest.

Any actions taken to determine whether a conflict existed.

The Board's decision regarding the conflict.

A record of votes taken.

VIII. Annual Statements

Each director, officer, and key employee shall annually sign a statement affirming that they:

Have received a copy of this Conflict of Interest Policy.

Have read and understand the policy.

Agree to comply with the policy.

Understand the Foundation is a charitable organization and must operate in a manner consistent with its tax-exempt status.

IX. Compensation Matters

Any member of the Board who receives compensation from the Foundation for services is precluded from voting on matters pertaining to their compensation.

No compensated member may provide information to the Board regarding their own compensation except upon request.

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X. Periodic Reviews

To ensure the Foundation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.

These reviews may include:

- Compensation arrangements.
- Partnerships and contractual agreements.
- Use of Foundation resources
- Joint ventures or related-party transactions

XI. Policy Review

This Conflict of Interest Policy shall be reviewed by the Board of Directors annually and amended as necessary to remain compliant with applicable laws and governance best practices.

The Gentle Journey Foundation is committed to ethical governance, responsible stewardship, and transparency in all operations.