

Conflict of Interest and Disclosure Statement

CODE OF CONDUCT

United Way of Kentucky is judged to a great extent by the public perception of its personnel. For that reason, it is essential that the behavior of all employees be above reproach off the job as well as on. Employees are expected to maintain the highest standards of personal and professional integrity and honesty in all public activities so as to inspire public confidence and trust in the United Ways of Kentucky and all philanthropic institutions.

Confidential Matters

United Way of Kentucky is an organization in which many matters of a confidential nature are entrusted. Each employee must keep in strictest confidence any information acquired and be generally discreet on matters related to United Way.

STATEMENT OF PURPOSE

The management of United Way of Kentucky (UWKY) is vested in its Board of Directors, officers and staff. Each director, officer or employee has a solemn duty of loyalty, fidelity and fiduciary responsibility towards UWKY.

The Board of Directors has included and should continue to include individuals from the communities served by UWKY, many of which have other activities, interests or involvements with businesses and organizations in addition to their services as a director, officer or employee of UWKY.

Such other interests or involvement by officer, directors and employees may result in instances of potential or apparent conflicts of interest

The matter of potential conflicts of interest is best addressed by adoption of an unequivocal expression of its policies on conflicts of interest, ethical standards and principles of behavior for individual directors, officers and employees and by adoption of procedures for identifying and dealing with instances of potential conflict of interest.

Each officer, director or employee of UWKY shall, in the course of his or her duties on behalf of UWKY, act in strict loyalty and fidelity to the best interests of UWKY, exercise the utmost good faith in all matters and transactions involving UWKY, and adhere to the highest ethical standards of fiduciary duty.

Each officer, director and employee of UWKY shall endeavor to avoid, to the best of his or her ability, any situation which may result in a compromise of their duty to UWKY personally, because of a duality or conflict of interest with any other organization with which they may be involved; and each shall endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on UWKY.

Conflicts Covered by this Policy

For purposes of this policy, a conflict of interest exists whenever the interests or concerns of any officer, director or employee may be seen as competing with the best interests of UWKY. Conflicts tend to occur:

1. Where an officer, director or employee (or a relative, business partner or organization with which any person has a formal relationship) has a financial interest in the decision of the Board or any action by UWKY.
2. Where an individual has a conflict of loyalties even if he has no personal interest in the decision or

action to be taken.

Disclosure of All Conflicts and Potential Conflicts

All material fact concerning any situation which might be viewed as a conflict shall be disclosed to the Board of Directors by the individual. Where doubt exists regarding whether a conflict exists or appears to exist, the matter shall be resolved by a vote of the Board of Directors. The person concerning whose situation the doubt has arisen may participate in any Board discussion but may not participate in any decision concerning their situation.

Each year every officer, director and employee shall file a statement with the Board of Directors which lists (1) any outside employment or consulting work that could constitute a conflict and (2) any Board membership or affiliation with other organizations that could constitute a conflict.

Procedures Necessary to Approve Any Conflict

No officer, director or employee may take part in any decision or action by UWKY which would directly or indirectly benefit such individual, any relative, business partner or organization with which they have a formal relationship. The individual may be present during or participate in the discussion but may not influence or take part in the decision regarding the matter under consideration.

Recordkeeping

With respect to any Board discussion, decision or action involving matters covered by this policy, the minutes of the Board meeting shall reflect in detail the Board deliberations and the voting process, specifically indicating the individual whose situation was considered did not vote.

Disclosure Statement

Each Director, officer and employee shall submit to the Board an annual Disclosure Statement (form attached) in the first Board Meeting of the year.

Each individual shall provide additional written disclosures to the Board if and when additional material, financial or other beneficial interests develop and if any potential conflict of interest develops.

Each Director, officer or employee shall be responsible for voluntarily abstaining from any Board action or activity where he or she is obliged to do so under this statement of policy.

Approved: February 17, 2004

DISCLOSURE STATEMENT

I, the undersigned, acknowledge and confirm that in carrying out my duties as a director, officer or employee of United Way of Kentucky, a non-profit corporation, I am charged with a duty of loyalty, fiduciary accountability to United Way of Kentucky. To this end, I acknowledge my responsibilities to act in the course of my duties solely in the best interest of UWKY, without consideration of the interests of any other person or organization and to refrain from taking part in any transaction where I do not believe in good faith that I can with undivided loyalty to UWKY.

I shall disclose to the Board any potential conflict of interest I may have from time to time, including the identification of any material, financial or other beneficial interest held by me or by my immediate family in

organizations engaged in the same business or services as UWKY or engaged in the delivery of products or services to UWKY. I shall also disclose any transaction with UWKY which would result in any benefit to me, my immediate family or any organization in which I have a material financial or other beneficial interest or involvement, and I shall refrain from participation in any action on such matters, except to the extent permitted by the Conflict of Interest Policy.

I shall not disclose or exploit for any personal advantage, or for the advantage of any other organization in which I have an interest or involvement, any confidential information acquired by me regarding UWKY business activities or plans.

Pursuant to the above, I hereby report that I have an interest or involvement as an owner, partner, director, trustee, officer, employee, or agent of, or that I or my spouse, parents, children, or spouses of children, brothers or sister, or spouses of brothers or sister or any combination of them, have a material financial interest (greater than 5% ownership) or any other beneficial interest in:

1. The following organizations engaged in the same or substantially similar businesses or services as United Way of Kentucky.

a. Name:

Interest or Involvement

b. Name:

Interest or Involvement

2. The following organizations engaged in the delivery of products or services to the corporation:

c. Name:

Interest or Involvement

d. Name:

Interest or Involvement

I assume the duty of notifying United Way of Kentucky, in writing, of any changes in or additions to the information disclosed in this Disclosure Statement.

Date: _____ Signature: _____