

CONFLICT OF INTEREST POLICY

The purpose of the policy is to protect India Development and Relief Fund, Inc.'s ("IDRF")'s interest when it is contemplating entering into a transaction that might benefit the private interest of directors, staff, or consultants. This policy supplements but does not replace applicable state and federal laws.

Financial Interest

If any IDRF director, officers, staff, and consultant (or their family) have...

- a. Ownership or investment in any entity with which IDRF has a transaction
- b. Compensation arrangement with any entity with which IDRF has a transaction
- c. A potential ownership, investment in, or compensation arrangement with any entity with which IDRF is negotiating a transaction

... he/she has a "financial interest."

A financial interest is not necessarily a conflict of interest. It is only considered a "conflict of interest" if the Board of Directors decides that a conflict exists.

Duty to Disclose

The person must disclose the financial interest to the Board of Directors (or other Board-delegated committee which is considering the transaction)

Determining Whether a Conflict of Interest Exists

The person will discuss the financial interest and all material facts at a meeting of the Board of Directors (or appropriate committee). Then she will step outside while the remaining people decide if a conflict of interest exists.

The President of the Board of Directors (or committee) should, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction. After exercising due diligence, the Board shall determine whether IDRF can negotiate a more advantageous transaction with a *different entity that would not create any possible conflict of interest.*

If such an alternative is not feasible, the Board of Directors (or committee) shall determine by a majority vote of the disinterested directors whether the transaction is in IDRF's best interest, for its own benefit, and in accordance with bylaws. If so, they should proceed with the original transaction.

Records of Proceedings

The minutes of the Board of Directors (or the committees with Board-delegated powers) shall contain:

- a. The names of the people who disclosed a financial interest, the nature of the financial interest, action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.

- b. The names of the people who were present for discussions and votes relating to the transaction, the content of the discussion, including proposed alternatives, and a record of any votes taken in connection with the proceedings.

Violations of the Policy

If the Board of Directors (or committee) has reasonable cause to believe a member has failed to disclose possible conflicts of interest, it shall inform the member and give him/her the opportunity to explain the alleged failure to disclose.

If, after the member's response and further investigation, the Board of Directors (or committee) determines the member has failed to disclose a possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Annual Statements

Each director, officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands IDRf is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish its tax-exempt purposes.

Periodic Reviews

To ensure IDRf 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. The reviews shall evaluate whether IDRf's partnerships, joint ventures, and arrangements with organizations conform to IDRf's written policies, are properly recorded, reflect reasonable payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or an excess benefit transaction.

Approved unanimously by the Board on March 13, 2013