

**Sierra Club Foundation**  
**Conflict of Interest Policy**  
Approved August 22, 2016

**I. Applicability of Policy**

This Conflict of Interest Policy (“Policy”) applies to all “Foundation Fiduciaries”. (A Foundation Fiduciary is defined as any Director, Officer, staff member, or member of any Committee who has powers delegated by the Sierra Club Foundation.) All such individuals have a fiduciary duty to the Sierra Club Foundation (“Foundation”), which includes, among other things, the duty of loyalty to the Foundation and the duty to act solely in its best interests.

**II. Purpose of Policy**

The purpose of this Policy is to protect the interests of the Foundation when it is making a decision or is contemplating entering into a transaction or arrangement that might potentially benefit the personal or organizational interests of any Foundation Fiduciary.

**III. Definition of Conflict of Interest**

A conflict of interest may exist when the interests of a Foundation Fiduciary directly, or indirectly through business, investment or family, may be seen as competing with the interests or concerns of the Foundation.

**IV. Disclosure of Conflicts of Interest**

Any potential conflict of interest that is relevant to matters being discussed or requiring action by the Foundation’s staff, Board of Directors or one of its Committees shall be disclosed. Once such a disclosure has been made, the Executive Director of the Foundation (in the case of Foundation staff), the Chair of the Foundation Board of Directors (in the case of a Director), and the Chair of a Foundation Committee (in the case of a Committee member), shall determine if a conflict of interest exists. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors (in the case of Foundation staff or Directors) or one of its acting Committees (in the case of a Committee member), excluding the person whose conflict is in doubt.

**V. Action Upon Determination of a Conflict of Interest**

In the event that, pursuant to the above procedure, it is determined that there is a conflict of interest with respect to any issue being considered by the Foundation’s staff, Board of Directors or one of its Committees, the Foundation Fiduciary with the conflict of interest shall not participate in any discussion of the issue and shall abstain from voting on the matter. Notwithstanding this, if it is deemed helpful and appropriate, the decision-makers may ask the conflicted Foundation Fiduciary to answer specific questions that may be raised by others, and such person shall provide any and all requested information in his or her possession.

The minutes of the meeting of the Board of Directors or Committee shall reflect the names of the persons who disclosed or otherwise were found to have a conflict of interest, the nature of the conflict of interest, the action taken to determine whether a conflict of interest was present, and the Board of Directors or Committee’s decision as to whether a conflict of interest was found to exist, and the action taken based on such determination. The minutes shall also reflect the names of the persons who were present for discussions and votes relating to the issue, the content of the discussion, and a record of any votes taken in connection with the proceedings.

**VI. Action Upon Failure to Disclose**

If the Board of Directors or a Committee of the Board has reasonable cause to believe that a Foundation Fiduciary has failed to disclose any actual or potential conflict of interest, it shall inform the individual of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose. If, after hearing the individual’s response and after making further investigation as warranted by the circumstances, the Board of Directors or a Committee of the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action

**VII. Loans to Foundation Fiduciaries**

In order to prevent an actual or perceived conflict of interest, loans to Foundation Fiduciaries are unconditionally prohibited.

**VIII. Annual Compliance Statements**

A compliance statement shall be signed in January each year by every Foundation Fiduciary. All new Foundation Fiduciaries shall be advised of this Policy and required to complete such a statement upon undertaking the duties of such office.