



Conflict-of-Interest Policy

1. **Scope.** The following statement of policy applies to each member of the Board of Trustees and to all officers of Georgia Tech Foundation, Inc. It is intended to serve as guidance for all persons employed by the Georgia Institute of Technology in positions of significant responsibility for the activities of the Foundation.

2. **Fiduciary Responsibilities.** Members of the Board of Trustees and officers of the Foundation serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board and officers are to be made solely on the basis of a desire to promote the best interest of the Foundation and the Georgia Institute of Technology and the public good. The integrity of the Foundation and the Georgia Institute of Technology must be protected and advanced at all times.

Men and women of substance inevitably are involved in the affairs of other institutions and organizations. An effective Board cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most such potential conflicts are and will be deemed to be inconsequential, it is everyone's responsibility to ensure that the Board is made aware of situations that involve personal, familial, or business relationships that may be troublesome for the Foundation or the Georgia Institute of Technology. *Thus, the Board requires each trustee and officer annually (1) to review this policy; (2) to disclose any possible personal, familial, or business relationships that reasonably could give rise to a conflict of interest involving the Foundation or the Georgia Institute of Technology; and (3) to acknowledge by his or her signature that he or she is in accordance with the letter and spirit of this policy.*

3. **Disclosure.** All trustees and officers are requested to disclose *only those substantive relationships* that they maintain (or members of their family maintain) with organizations that do business with the Foundation, the Georgia Institute of Technology, or any related or affiliated organization, or which otherwise could be construed to potentially affect their independent, unbiased judgment in light of their decision-making authority or responsibility. Any uncertainties as to the appropriateness of listing a particular relationship may be resolved by consultation with the President of the Foundation, who in turn may consult with legal counsel, the Executive Committee, or the Board of Trustees in executive session. Information disclosed or provided by any person pursuant to this policy shall be held in confidence except when, after consultation with that person, the best interests of the Foundation or the Georgia Institute of Technology would be served by disclosure.

The following definitions are provided to assist trustees and officers in determining whether to disclose a particular relationship:

Substantive Relationship. One in which a trustee, officer or family member, or an organization with which the trustee, officer, or family member has a business relationship (1) does substantial business with the Georgia Tech Foundation, Inc., the Georgia Institute of Technology, or any related or affiliated organization, or (2) has other direct or indirect dealings with the Foundation, the Georgia Institute of Technology, or any related or affiliated organization from which the trustee, officer or family member benefits directly, indirectly or potentially from cash or property receipts totaling \$10,000 or more annually.

Business Relationship. One in which a trustee, officer, or family member is an officer, director, employee, partner, trustee, controlling stockholder, or the actual or beneficial owner of more than 5% of the voting interest of an organization.

Family Member. A spouse, parents, siblings, children or any other relative of a trustee or officer if the latter resides in the same household as the trustee or officer.

4. Restraint on Participation. Trustees or officers who have declared or have been found to have a conflict of interest shall refrain from consideration of proposed transactions, unless for special reasons the board or administration requests information or interpretation. Persons with conflicts shall not vote, participate in discussion, nor be present at the time of the vote. Any proposed transaction in which a conflict of interest has been declared or found to exist must be approved by a majority of the disinterested members of the Board or the appropriate committee of the Board after disclosure of the conflict of interest.

Adopted by the Board of Trustees, June 5, 1993