

Union Home Mortgage Foundation Conflict of Interest Policy

I. Purpose

The Union Home Mortgage Foundation is a private charitable foundation of Union Home Mortgage, whose board members and foundation managers are chosen to serve our public purpose to which it is dedicated. These persons have a duty to conduct the affairs of the Foundation in a manner consistent with such purposes and not to advance their personal interests. This conflict of interest policy is intended to permit the Foundation, its board members and foundation managers to identify, evaluate, and address any real, potential or apparent conflicts of interest that might, in fact or in appearance, call into question their duty or loyalty to the Foundation.

II. Covered Persons

This policy applies to the Foundation's board members and its foundation managers (whether an employee of Union Home Mortgage or the Union Home Mortgage Foundation). Each Covered Person shall be required to acknowledge, not less than annually, that he or she has read and is in compliance with this policy, as well as complete a disclosure form.

III. Covered Transactions

This policy applies to transactions between the Foundation and a Covered Person, or between the Foundation and another party with which a Covered Person has a significant relationship.

A Covered Person is considered to have a significant relationship with another party if:

- The other party is a family member, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, greatgrandchild, in-law, or domestic partner;
- The other party is an entity in which the Covered Person has a material financial interest. This includes entities in which the Covered Person and all individuals or entities having significant relationships with the Covered Person own, in the aggregate, more than 10 percent; or

- The Covered Person is an officer, director, trustee, partner, or employee of the other party.

IV. General Policies and Expectations

When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

- Immediately disclose the existence and circumstances of such Covered Transaction to the Foundation's board in writing
- Refrain from using his or her personal influence to encourage the Foundation to enter into the Covered Transaction
- Physically excuse himself or herself from any discussions regarding the Covered Transaction except to answer questions, including board discussions and decisions on the subject

In order to assist the Foundation in identifying potential Covered Transactions, each Covered Person annually shall complete a Conflict-of-Interest Disclosure provided by the Foundation, and shall update it as necessary to reflect changes during the course of the year. Completed disclosure shall be available for inspection by any board member, and may be reviewed by the Foundation's legal counsel.

V. Standard for Approval of Covered Transactions

The Foundation may enter into a Covered Transaction where a) such Transaction does not constitute an act of self-dealing, and b) the board determines, acting without the participation or influence of the Covered Person and based on comparable market data, that such transaction is fair and reasonable to the Foundation. The board shall document the basis for this determination in the minutes of the meeting at which the Covered Transaction is considered, and shall consult with the Foundation's legal advisor as necessary to ensure that the Transaction does not constitute an act of self-dealing.

VI. Administration of Policy

This policy shall be administered by the board, which shall be responsible for the following:

- Reviewing reports regarding the Conflict-of-Interest Questionnaires
- Receiving disclosures of proposed Covered Transactions
- Reviewing proposed Covered Transactions to determine whether they meet the above-described standard



- Maintaining minutes and such other documentation as may be necessary and appropriate to document its review of Covered Transactions
- Reviewing the operation of this policy and making changes from time to time as it may deem appropriate

**Union Home Mortgage Foundation Conflict of Interest Disclosure,
Code of Ethics and Confidentiality Statement**

During the time that I serve on the board of directors, serve as a member of the Union Home Mortgage Foundations' committee or manage the Foundation, I realize that I will gain access to information that is considered to be confidential and/or proprietary. Such information relates to submitted proposals, criteria or decisions made with regard to the business of the Union Home Mortgage Foundation and Union Home Mortgage.

Since confidential and proprietary information is crucial to the operation of the foundation, and because the foundation in some instances has the obligation to protect such information, I agree that I will not use, publish or disclose such information during or subsequent to my employment or participation on the board of directors or the employee review team, and that I will preserve the restricted nature of this information except to the extent that it becomes publicly available, or is otherwise lawfully obtained outside the scope of this agreement from third parties. I acknowledge that I am prohibited from using this information for my direct personal gain.

I also understand that I have a responsibility to protect the Foundation's assets and ensure their efficient use towards our mission and stated purpose; and that if I believe such assets are being misused for any reason, I have the duty to report them via proper protocol (*please see Whistleblower Policy*). I also agree to actively promote compliance with all laws, rules and regulations as they pertain to our Foundation's governing structure.

Additionally, as an employee or member of the board of directors or the employee review team, I realize that I have an obligation to disclose and eliminate (if necessary) any potential or actual duality of interest or conflict of interest. Conversely, I will endeavor to deal fairly and unbiased with all potential nonprofit partners.

Below, I have listed all community organizations, nonprofit corporations or charitable programs that I or a member of my immediate family has a relationship with, that have sought or may in the future seek to do business with the foundation. The term "relationship" means any relation with a person or organization, whether financial (such as a significant donation of more than \$100 or have material financial interest in), employment (such as a volunteer assignment, part-time job or as a consultant or independent contractor) or fiduciary (such as a board member or officer). The term "immediate family" means spouse, parent, child or other individual living in the same household.

I hereby certify that I have read, understand and agree to the foundation's policies as described in this statement, with respect to confidential information and conflict of interest, and that the information given in this statement is complete and accurate to the best of my knowledge.

Date: _____

Name (printed or typed):

Signature:
