CONFLICT OF INTEREST POLICY

Co-Dependents Anonymous, Inc. Conflict-of-Interest Policy for Committees
Co-Dependents Anonymous, Inc. is a not-for-profit Corporation which serves the Fellowship of Co-Dependents Anonymous, and their organization (CoDA), a recovery program for men and women seeking to improve relationships with themselves and others. Committees have a duty to conduct the affairs of the Corporation in a manner consistent with such purposes and not to advance their personal interests. This conflict-of- interest policy is intended to permit the Committees 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 of undivided loyalty to the Corporation.

1. Definitions:

a. **Covered Persons:** This policy applies to the Corporation's Committee members. Each Committee member for purposes of this Policy is a "Covered Person", and shall be required to acknowledge annually, that he or she has read and is in compliance with this policy.

b. **Covered Transactions:** This policy applies to transactions between the Corporation and a Covered Person, or between the Corporation and another party with which a Covered Person has a significant relationship. A Covered Transaction means a transaction effected or proposed to be effected by the Corporation, in which a Trustee of the Corporation has a conflicting interest. A conflicting interest is one which is of such character and significance to the Corporation that it would in the normal course be brought before the Board of Directors of the Corporation for action, and the Trustee knows at the time of commitment that any of the following persons in Section 2 below is either a party to the transaction or has a beneficial financial interest in or is so closely linked to the transaction and of such financial significance to the person that the interest would reasonably be expected to exert an influence on the Covered Person's judgment if the Covered Person were called on to vote on the transaction. A Covered Transaction also includes any other transaction in which there may be an actual or perceived conflict of interest, including any transaction in which the interests of a Covered Person is self-dealing and may be seen as competing or at odds with the interests of the Corporation. Self-dealing is defined as the conduct of a Covered Person that consists of taking advantage of his or her position in a transaction and acting for his or her own interests rather than for the interests of the Corporation.

c. **Significant Relationships**: A Covered Person is considered to have a significant relationship with another party if:

   i. The other party is a family member, including a spouse, parent, sibling, child, stepchild, grandparent, grandchild, great-grandchild, in- law, or domestic partner;

   ii. 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 of the entity or has a controlling interest of more than 10 percent of the entity; or

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

2. Disclosure, Refrain from Influence, and Recusal: When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

a. Immediately disclose the existence and circumstances of such Covered Transaction to the Corporation's Board in writing. This disclosure means that the Covered Person who has a conflicting interest must disclose:
   i. the existence and nature of the conflicting interest; and
   ii. all facts known to the Covered Person respecting the subject matter of the transaction that an ordinarily prudent person would reasonably believe to be material to a judgment about whether or not to proceed with the Covered Transaction.
b. Refrain from using his or her personal influence to encourage the Corporation to enter into the Covered Transaction.
c. Physically excuse himself or herself from any discussions or vote regarding the Covered Transaction except to answer questions, including Board discussions and decisions on the subject.

3. Standard for Approval of Covered Transactions: The Corporation may enter into a Covered Transaction where:

a. Such Transaction does not constitute an act of self dealing, and the Board determines, in good faith and with the care an ordinarily prudent person in a like position would exercise under similar circumstances; acting without the participation or influence of the Covered Person and based on comparable market data, if applicable, that such transaction is fair and reasonable to the Corporation.
b. The Committee 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 Corporation's legal advisor as necessary to ensure that the Transaction does not constitute an act of self dealing. This policy shall include Covered Transactions that involve donation of services or goods to the Corporation (as referenced in the Fellowship Service Manual) or which involve the rendering of paid professional services, whether such services are provided by a member of the Corporation or by an outside party.

4. Administration of Policy: This policy shall be administered by the Board of Trustees, which shall be responsible for the following:

a. Receiving disclosures of proposed Covered Transactions;
b. Reviewing proposed Covered Transactions to determine whether they meet the above-described standard;
c. Maintaining minutes and such other documentation as may be necessary and appropriate to document its review of Covered Transactions; and
d. Reviewing the operation of this policy and making changes from time to time as it may deem appropriate.

****

Potential Conflict: _____

Signed by CoDA Committee Member: _____

Printed Name: _____

Date Signed: _____