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# memo

ORT America, Inc.

Administrative Operations

Chief Operating Officer

**To:           Distribution**  
**From:         Don Anziska**  
**Subject:      Conflict of Interest Policy**  
**Date:         December 18, 2007**

The ORT America Board of Directors has recently adopted a Conflict of Interest Policy in order to remind us of fundamental principles to which we all must adhere. These principles apply to (1) all officers and directors of ORT America Board, (2) all key volunteers in each Coordinating Body and Organizational Unit, regardless of location, and (3) all key employees of ORT America in the National and Regional Offices. Only through the continuing efforts of each of us to adhere to this policy can the outstanding reputation of ORT America be maintained.

You are asked to read this Conflict of Interest Policy carefully in order to ensure that there is no misunderstanding of ORT America's posture. We have selected for notification purposes key volunteers and employees ("Key Individuals") of ORT America. All Key Individuals will need to submit an initial written disclosure statement and thereafter, annual disclosure statements as required by the Conflict of Interest Policy.



You as a key employee should submit your signed disclosure statement for 2007-2008 no later than January 31<sup>st</sup>, 2008 to Robin Greene in the National Office.

Any questions regarding the meaning or application of any of the principles set forth in the Conflict of Interest Policy should be directed to Jack Slominsky or me.

**Distribution:**

**Key Employees**

**Copy: H. Kessler**

**J. Slominsky**

**ORT America, Inc.**  
**National Office**  
75 Maiden Lane  
10<sup>th</sup> Floor  
New York, NY 10038  
212.505.7700  
800.519.2678  
Fax: 212.520.4161  
danziska@ortamerica.org  
www.ortamerica.org



**ORT AMERICA**  
**CONFLICT OF INTEREST**  
**ANNUAL DISCLOSURE STATEMENT**  
**FOR 2007 AND 2008**

I, \_\_\_\_\_ certify that:

- (1) I understand and agree to comply with the attached Conflict of Interest Policy.
  
- (2) Neither I nor, to the best of my knowledge and belief, any of my Family Members (as defined in the Policy) has, during the past 12 months, been involved in, or anticipate at any time in the future becoming involved in, any activity or circumstances that constitutes a Conflict of Interest, except as specifically described below:

*Fully describe any Conflict of Interest involving you or your Family Member(s). Attach additional pages, if necessary. If “none”, so state.*

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*Fully describe any facts or circumstances that you wish reviewed in order to determine whether or not such facts or circumstances constitute a Conflict of Interest. This should include the name of other organizations in the fundraising sector in which you have a substantial involvement and the nature of that involvement (position held, etc.) Attach additional pages, if necessary. If “none”, so state.*

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**(3) The name and address of my principal business or occupation is:**

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**Type of business  
or occupation:**

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**Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Name:** \_\_\_\_\_

**Organizational Title:** \_\_\_\_\_

**Unit of Organization:** \_\_\_\_\_



## **CONFLICT OF INTEREST POLICY**

### **SCOPE:**

**This policy is applicable to all “Key Individuals” who are collectively defined as (i) officers and directors of ORT America’s (“ORT A”) Board, (ii) all other key ORT A volunteers whether in the Coordinating Bodies (Regions) or the Organizational Units (Chapters), and (iii) key employees in the National and Regional Offices.**

### **BACKGROUND:**

**Key Individuals who are volunteers are likely to be, and indeed should be, persons with substantial involvement in business and community organizations. It would be very difficult, or perhaps impossible, for ORT A to develop competent lay leadership from people entirely free of potential conflicts of interest with ORT A. The best way to protect ORT A from the taint of actual or apparent conflict of interest is for ORT A to require Key Individuals who are volunteers to disclose potential conflicts of interest in advance. With this information ORT A can take action to prevent the conflict of interest from tainting the decision-making process of ORT A. Such action will consist of excluding the conflicted Key Individual from any vote regarding the specific matter, although depending on circumstances the conflicted party may or may not be permitted to participate in the discussion regarding that matter.**

### **POLICY:**

**Key Individuals have a fiduciary duty to conduct all business of ORT A in a manner consistent with the best interests of ORT A. This duty requires that all decisions and actions of Key Individuals on behalf of ORT A must be made or taken solely with a view to, and with a desire to promote, the best interests of ORT A.**

**A Conflict of Interest exists for a volunteer or employee who as a Key Individual or whose Family Member (spouse, children or parents):**

- (a) directly or indirectly does or seeks to do business with, or receives or seeks to receive anything of value from ORT A,**
- (b) has a direct or indirect ownership interest or investment in an organization doing or seeking to do business with, or receiving or seeking to receive anything of value from ORT A, or**
- (c) receives anything of value from any person or organization who does or seeks to do business with ORT A.**

**Although it is not possible to identify every particular activity, which might give rise to a Conflict of Interest, some of the more common practices and circumstances, which might result in such conflicts are set forth below. Should you have any question on the matter, you should immediately consult with the Chief Operating Officer (“COO”) of ORT A.**

**A. Organizations doing business with ORT A**

**All Key Individuals are expected to maintain impartial relationships with ORT A’s suppliers and contributors. Key Individuals must be motivated solely to acquire goods and services and solicit on terms most favorable to ORT A. Care must be exercised to avoid even the appearance of special influence being exerted on behalf of a supplier or contributor due to personal relationships.**

**B. Organizations, which compete with ORT A**

**All Key Individuals who have a substantial involvement in or work in any capacity for organizations that compete with ORT A in the fundraising sector are required to disclose potential conflicts of interest in advance. This disclosure will be reviewed and the Key Individual will be advised if a conflict is deemed to exist and how to avoid it from tainting the decision-making process of ORT A.**

**C. Acceptance of payments, loans, entertainment and gifts**

**No Key Individuals may seek or accept any payment, loan (other than on prevailing terms from financial institutions), service, gratuity, gift, personal travel, or other favor of more than nominal value from any individual or organization doing or seeking to do business with ORT A. Key Individuals should inform all persons doing or seeking to do business with ORT A that ORT A is opposed to any such person making a gift to a Key Individual or any family member. If a gift is made it must be returned at once.**

## **REPORTING AND COMPLIANCE:**

**All Key Individuals shall submit to ORT A an annual disclosure statement, attesting that:**

- (a) they understand and agree to comply with the Conflict of Interest Policy, and**
- (b) except as specifically described in their disclosure statement, neither they nor, to the best of their knowledge, any of their family members had, during the past 12 months been engaged in, or anticipated at any time in the future being engaged in, any Conflict of Interest.**

**The COO of ORT A shall be responsible for collecting and reviewing the initial and annual disclosure statements, and at least annually shall submit to the Audit Committee, a written report listing the Conflict of Interest disclosed in such statements and the actions, if any, taken by ORT A in response thereto.**

**In addition to these reporting requirements, whenever Key Individuals are present at ORT A meetings where they can reasonably anticipate that final deliberation or voting is about to occur on a matter in which they have a Conflict of Interest, they shall immediately and fully disclose the Conflict of Interest to the person chairing the meeting. Key Individuals who have disclosed or been found to have a Conflict of Interest with respect to a particular matter shall refrain from any vote regarding that specific matter, although depending on circumstances such individual may or may not be permitted to participate in the discussion regarding that matter.**

**Failure of any Key Individuals to comply with this Policy, including but not limited to failure to timely submit disclosure statements, will be grounds for removal from office**