

**CONFLICT OF INTEREST POLICY
OF
LONGEVITY ESCAPE VELOCITY FOUNDATION**

**Article I
PURPOSE**

The purpose of the conflict of interest policy (this “Policy”) is to protect the interest of the Longevity Escape Velocity Foundation (the “Foundation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. This Policy is intended to supplement but not override or replace the Bylaws of the Foundation or any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Directors, officers, employees, and other interested persons of the Foundation should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the Foundation. A conflict of interest may exist when the direct, personal, financial, or other interest(s) of any director, officer, employee, or other interested person (as defined below) competes, or appears to compete, with the interests of the Foundation. Any Related Party Transaction involving the Foundation is subject to this Policy.

**Article II
DEFINITIONS**

1. Interested Person

Any director, officer, or member of a committee with governing board delegated powers, or who manages or exercises control over the Foundation regardless of whether that person is an officer, director or employee of the Foundation, who has a Financial Interest.

2. Financial Interest

A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,
- b. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

d. Compensation includes direct and indirect remuneration as well as gifts or favors that aren't insubstantial. A Financial Interest isn't necessarily a conflict of interest. Under Article III, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. Related Party Transaction

A "related party transaction" is any transaction, agreement or arrangement in which the Foundation is a participant and in which one of the following persons has a financial interest:

- (i) a person who serves or has served as a director, officer, employee or any other interested person of the Foundation at any point during the preceding 5 years;
- (ii) any relative of an individual described in clause (i) of this section; or
- (iii) any entity in which any individual described in clauses (i) and (ii) of this section has a direct or indirect ownership interest.

Article III PROCEDURES

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement giving rise to the Financial Interest.

c. After exercising due diligence, the governing board or committee shall determine whether the Foundation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action. Such corrective action may include reprimand, suspension, or removal.

Article IV **RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain a summary of:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
COMPENSATION

A voting member of the governing board or any committee of the governing board who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on any matters pertaining to that member's compensation. .

Article VI
STATEMENTS OF AFFIRMATION

Each director, principal officer, and member of a committee with governing board delegated powers shall sign a statement prior to service which affirms such person:

- a. Has received a copy of this Policy,
- b. Has read and understands the Policy,
- c. Has agreed to comply with the Policy,
- d. Understands that the Foundation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes, and
- e. Discloses any Financial Interests that the person has at the time of signing such statement.

Article VII
PERIODIC REVIEWS

To ensure the Foundation operates in a manner consistent with charitable purposes, and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted, at least once annually. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information such as those offered by the US Department of Labor and organizations including Candid.org or the Economic Research Institute (ERI), and are the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Foundation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes

and don't result in inurement, impermissible private benefit, or in an excess benefit transaction.

Article VIII
USE OF OUTSIDE EXPERTS

When conducting the periodic reviews, as provided for in Article VII, the Foundation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.