

ROSE FITZGERALD KENNEDY GREENWAY CONSERVANCY, INC.

CONFLICT OF INTEREST POLICY

SCOPE

The Conflict of Interest policy of the Rose Fitzgerald Kennedy Greenway Conservancy, Inc. (“Conservancy”) is intended to guide the Conservancy’s directors, officers and senior employees in identifying those situations that constitute a conflict of interest and to provide mechanisms for dealing with conflicts that may arise.

POLICY

Each Covered Person has a duty of undivided loyalty to the Conservancy and shall refrain from putting the interests of any individual, agency, organization, or association above the best interests of the Conservancy. Decisions on behalf of the Conservancy must be made in the best interest of the Conservancy and not be influenced by any potential gain to the decision makers.

The Conservancy recognizes that Covered Persons and their family members have business and financial relationships with other individuals or organizations that may do business with or become involved in transactions with the Conservancy. In those cases, there may exist a conflict of interest between obligations to the Conservancy and the relationship to the other individual or organization.

In addition to annual disclosure, all Covered Persons must immediately make the Audit Committee (or the Executive Director in the case of senior employees) aware of situations that could result in a conflict of interest. Once disclosed, any Covered Person must avoid or terminate any activity that involves a conflict of interest, unless it is determined by the Audit Committee (or the Executive Director in the case of senior employees) that the activity is not harmful to the Conservancy or otherwise improper.

No Covered Person shall be disqualified from holding any office in the Conservancy solely by reason of any financial, business or personal relationship that he or she, or any family member, has with the Conservancy, or with organizations or individuals that conduct business with the Conservancy. In addition, no transaction that is in the Conservancy’s best interest shall be invalidated or voided solely by reason of this policy.

DISCLOSURE

Each Covered Person, on an annual basis and at any time at which he or she becomes aware of a possible or actual conflict of interest shall disclose in writing on a Conflict of Interest Disclosure Statement all material facts with respect to each such possible or actual conflict of interest and that they are aware of and are in compliance with this policy.

Disclosure Statements shall be filed with the Audit Committee (or the Executive Director in the case of senior employees). Periodically during the course of each year, the Executive Director shall report to the Audit Committee all Conflict of Interest Disclosure Statements received by the

Executive Director. The Audit Committee shall prepare an annual report to the Board of Directors summarizing the conflict issues disclosed in all Disclosure Statements.

REQUIREMENTS UPON RECEIPT OF DISCLOSURE STATEMENT

Upon receipt of a Conflict of Interest Disclosure Statement, the Audit Committee (or the Executive Director in the case of senior employees) shall investigate the situation and determine whether or not a conflict of interest is, in fact, present and if so, whether the transaction is in the Conservancy's best interests. Any member of the Audit Committee and the Executive Director (in the case of senior employees) who may also have a conflict of interest in the matter under consideration shall immediately report such conflict to the Audit Committee and shall immediately recuse him- or herself from any further involvement in such matter. In the case of recusal of the Executive Director, any determinations with respect to a senior employee shall instead be made by the Audit Committee.

PARTICIPATION UPON A CONFLICT OF INTEREST

Any Covered Person who has a conflict of interest in any matter involving the Conservancy shall not be present at or participate in any discussions or deliberations on the matter (unless otherwise requested to stay by the Board, and, in any event, shall be required to leave the meeting when a vote is taken on the matter), shall not vote or otherwise participate in the decision-making on the matter and shall not be counted in determining a quorum for action on such matter.

The minutes of any meeting of the Board of Directors where an issue of a conflict of interest arises shall reflect that a disclosure of a conflict was made.

CONFIDENTIALITY

All Disclosure Statements, the periodic reports of the Executive Director and the annual reports compiled by the Audit Committee shall be confidential but shall be available for review by the Board of Directors, the Executive Director and by the Conservancy's counsel and auditors. The Disclosure Statements, the periodic reports of the Executive Director and the annual reports compiled by the Audit Committee shall be open for inspection by the public: (a) by vote of the Board of Directors; (b) with the consent of the person who submitted the data that is to be disclosed; (c) by court order; or (d) as otherwise required by the Conservancy's obligations to comply with the Massachusetts Public Records Law, or by other Massachusetts or federal law.

SANCTIONS

If the Board of Directors finds (or if the Executive Director finds in the case of any senior employee) that any Covered Person has violated this policy, the Covered Person may be reprimanded, censured, disciplined, demoted or dismissed.

DEFINITIONS

The following terms are defined as follows for purposes of this policy:

“Audit Committee means the committee of the Board of Directors that is charged with the responsibility of administering the Conservancy’s Conflict of Interest Policy which, as of the date of the adoption of this Policy, is the Finance and Audit Risk Management Committee.

Covered Person means an individual who is an officer, Director or senior employee of the Conservancy.

business relationship means a relationship involving an organization that conducts or will conduct business with the Conservancy, in which a Covered Person and/or his or her family member with regard to the organization in question (A) serves as an officer, director, manager, partner, employee or trustee or (B) has the ability to determine the composition of more than 25% of the board of directors, board of trustees, managers, or its equivalent.

conflict of interest means a situation where a Covered Person or a family member of such Covered Person may receive a benefit to his or her business or financial relationships.

family member means a spouse, parent, sibling, child or grandchild whether or not residing in the same household as any Covered Person, or any other person (whether or not related by blood or marriage) residing in the same household as such Covered Person.

financial relationship means a relationship, with regard to an organization that conducts or will conduct business with the Conservancy, in which a Covered Person and/or his or her family member is a legal or beneficial owner of more than 25% percent of any class of equity interest of the organization in question.

officers means the Conservancy’s Executive Director, Chair, any Vice Chair, the Treasurer and the Clerk.

“senior employee means any employee of the Conservancy that has substantial responsibility for the approval of expenditures on behalf of the Conservancy (other than the Executive Director) including the Executive Assistant to the Executive Director, the Superintendent of Horticulture, the Superintendent of Maintenance and Security and the Manager of the Green & Grow Program.

ROSE FITZGERALD KENNEDY GREENWAY CONSERVANCY, INC.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

Pursuant to the Conservancy’s Conflict of Interest Policy, I hereby state, to the best of my knowledge, that I and my family members have the following conflicts of interests in relation to the Conservancy (if none, so state):

1. **My Financial or Business Relationships:**

Identify any financial or business relationships of which you are aware, that you have with any individual or organization that conducts or is planning to conduct business with the Conservancy.

2. **Family Member s Financial or Business Relationships:**

Identify any financial or business relationships of which you are aware, that a family member has with any individual or organization that conducts or is planning to conduct business with the Conservancy.

3. **Other:**

Identify any other relationships that otherwise could be construed as affecting your independent, unbiased judgment in light of your decision-making authority or responsibilities for the Conservancy.

I acknowledge I have received and carefully reviewed the Conservancy’s Conflict of Interest Policy. I have complied and will continue to comply with the terms of the Policy. I certify that the information disclosed in this Disclosure Statement, to the best of my knowledge, is complete and accurate. I agree to promptly report on a Disclosure Statement to the Audit and Risk Management Committee (or to the Executive Director, if I am a Conservancy employee) any situation or transaction that may arise during the forthcoming year that constitutes a conflict of interest.

(Name)

Date: _____