

GLOBAL HEALING
Conflict of Interest Policy
Adopted September 13, 2010

1. Purpose.

The purpose of this Conflict of Interest Policy is to protect Global Healing's (the "Organization") interests when it is contemplating entering into a transaction, agreement, or other arrangement that might benefit the private interests of an officer or director of the organization or might result in a possible Excess Benefit Transaction. Trustees of the Organization may not use their positions or knowledge gained at the Organization to influence decisions improperly for their personal advantage or for the advantage of their relatives, household members, or friends. Any transaction, agreement, or other arrangement that presents the possibility of an actual or potential conflict of interest of a trustee must be disclosed, reviewed, and managed pursuant to the terms of this policy. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

2. Definitions.

(a) "Interested Person" shall mean any trustee, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below.

(b) "Financial Interest" shall arise when a person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in an entity with which Global Healing has a contemplated transaction, agreement, or other arrangement;

(ii) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction, agreement, or other arrangement; or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction, agreement, or other arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. A person who has a Financial Interest may have a conflict of interest only if the appropriate governing board or committee determines that a conflict of interest exists.

(c) “Excess Benefit Transaction” is any transaction, agreement, or other arrangement in which the economic benefit provided to an Interested Person is greater than the return benefit to the Organization. Such transactions include unreasonable compensation or reimbursement or expenses of the Interested Person and sales of property to an Interested Person for less than fair market value.

3. Procedures.

(a) Duty to Disclose. In connection with any actual or potential conflict of interest, an Interested Person must disclose the existence of a Financial Interest and be given the opportunity to disclose all material facts related thereto to the directors and members of committees with governing board delegated powers considering the contemplated transaction, agreement, or other arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts related thereto, and after any discussions with the interested person, he or 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.

(c) Procedures for Addressing the Conflict of Interest.

(i) An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, shall leave the meeting during the discussion of, and the vote on, the transaction, agreement, or other arrangement involving the possible conflict of interest.

(ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction, agreement or arrangement.

(iii) After exercising due diligence, the governing board or committee shall determine whether the Organization is able to obtain through reasonable effort a more advantageous transaction, agreement, or other arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction, agreement, or other arrangement not resulting in a conflict of interest is not reasonably possible under circumstances, then the governing board or committee shall determine by a majority vote of disinterested directors whether the transaction, agreement, or other arrangement is in the Organization’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, disinterested directors shall make their determination as to whether to enter into the transaction, agreement, or other arrangement.

(d) Violations of the Conflicts of Interest Policy.

(i) If the governing board or committee has reasonable cause to believe a member has failed to disclose an actual or potential conflict 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.

(ii) If, after hearing the member's explanation, and after making a further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or potential conflict of interest, as required by this policy, the governing board or committee shall take appropriate disciplinary and/or corrective action.

4. Records of Proceedings.

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

(a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or potential 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, agreement, or other arrangement, the substance and specific details of the discussion related thereto, including any alternatives to the proposed transaction, agreement, or other arrangement, and a record of any votes taken in connection with the proceedings.

(c) A certification that the Interested Person was not present when the governing board or committee considered whether the matter presented a conflict of interest and that the Interested Person did not participate in the vote on the matter.

5. Compensation.

(a) A voting member of the Organization's governing board who receives compensation, directly or indirectly, from the Organization for services shall not participate in a vote on matters pertaining to that individual's compensation.

(b) A voting member of any committee of the Organization whose responsibilities includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services shall not participate in a vote on matters pertaining to that individual's compensation.

(c) No voting member of the governing board or any committee of the Organization whose responsibilities include compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, shall be prohibited from providing information to the governing board or any committee regarding compensation.

6. Annual Statements.

Each trustee, officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms that such person:

- (a) Received a copy of this Conflicts of Interest Policy;
- (b) Read and understands this policy;
- (c) Agrees to comply with this policy; and
- (d) Understands that the Organization is charitable and in order to maintain its federal tax exempt status, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews.

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

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefits or excess benefit transactions.

8. Use of Outside Experts.

When conducting the periodic reviews as provided for in section G, the organization 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.

9. Confidentiality

Except as required by law, no trustee shall, without proper Board or institutional authorization, give or release Global Healing information of a confidential, proprietary, or privileged nature, or use such information to gain personal advantage or avoid personal detriment. This provision applies to trustees during and after their service to Global Healing.