



CONFLICT OF INTEREST POLICY

2021-2022

Section 1: Purpose

The purpose of the Conflict of Interest Policy is to protect the interest of A New Leaf when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an A New Leaf director, principal officer, or member of a committee with board-delegated powers.

Section 2: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board-delegated powers, who has a direct or indirect Financial Interest, as defined below, is an Interested Person.

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

3. Compensation

Includes direct and/or indirect remuneration, as well as gifts or favors that are substantial in nature. A Financial Interest is not necessarily a conflict of interest. Under Section 3, Sub-section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Section 3: Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an Interested Person must disclose the existence of his or her Financial Interest and must be given the opportunity to disclose all material facts to the board of directors and/or members of committees with



board-delegated powers considering the proposed transaction or arrangement, as the case may be.

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, the Interested Person shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining disinterested 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 board or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of and the vote on the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether A New Leaf can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in A New Leaf's best interest and for its own benefit, and whether the transaction is fair and reasonable to A New Leaf and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that 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 response of the member and making such further investigation as may be warranted under the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, the board or committee shall take appropriate disciplinary and corrective action which may include removing the member from the board or the committee of which they are members and relieving the member of his or her duties as an officer of the corporation.



Section 4: Records of Proceedings

The minutes of the meeting of the board officers 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 possible conflict of interest; the nature of the Financial Interest; any action taken to determine whether a conflict of interest was present; and the 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 therewith.

Section 5: Compensation

A voting member of the board of directors or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from A New Leaf for services is precluded from voting on matters pertaining to that member's compensation.

Section 6: Annual Statements

Each director, principal officer, and member of a committee with board-delegated powers shall annually sign a statement, which affirms that such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands that A New Leaf is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 7: Periodic Reviews

To ensure that A New Leaf operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether third-party transactions result in inurement or impermissible private benefit.



- c. Whether partnership and joint venture arrangements conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further A New Leaf's charitable purposes and do not result in inurement or impermissible private benefit.

Section 8: Use of Outside Experts

In conducting the periodic reviews provided for in Section 7, A New Leaf may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

Section 9: Special Situations

Individuals covered by this policy may be confronted with special situations that are not specifically addressed by this Policy. If an individual has any question as to the proper course of action, the matter should be disclosed to the Chair of the Audit Committee, who shall determine the appropriate handling of such special situations.