

CONFLICT OF INTEREST AND GIFT POLICY (Revised May 6, 2009)

POLICY

The public purpose and tax-exempt status of charitable organizations imposes a special obligation to maintain the public trust. Members of the Board of Directors, advisory board members, and senior staff (President, Vice Presidents, Program Directors, Chief of Parties) of the East West Management Institute (“EWMI”) shall conduct EWMI’s affairs in the best interests of EWMI; avoid conflict, or the appearance of conflict, between their personal interests and those of EWMI; and ensure that they do not receive improper personal benefit from their positions. Accordingly, the Board has adopted the following Procedures to govern EWMI’s decision-making processes. Moreover, directors, officers, and EWMI staff of any level are subject to the gift policy set forth below.

1. Conflict of Interest

1.1 Board of Directors and Officers

Directors and Officers shall disclose to the Board their Interest, as defined below, or the appearance of an Interest, with respect to a transaction, activity or alliance (each a transaction) the Board is considering. The disclosure of an Interest may be made orally or in writing. An “Interest” exists if the Director or Officer or, to the Director or Officer’s knowledge, the Director or Officer’s Family Member (including parent, grandparent, spouse, domestic partner, sibling, child, grandchild, niece, or nephew), or close business associate (i) is employed by and receives significant compensation from, or (ii) holds a fiduciary, significant shareholder, or senior position with, any entity or person with which EWMI is considering a transaction. Unless the Board requests their presence, Directors or Officers with Interests shall recuse themselves from the Board’s consideration of the relevant transaction. In no event shall Directors or Officers vote on transactions in which they have an interest. The nature of the Interest and the individual’s recusal, or Board determination not

to require recusal, shall be recorded in the appropriate minutes. In addition, the Board expects Directors and Officers to disclose close friendships with (a) any person with whom EWMI is considering a transaction, and (b) any person who has a significant position or interest in an entity with which EWMI is considering a transaction.

1.2 Procedures for addressing the conflict of interest.

The Audit Committee is responsible for determining whether or not a conflict of interest, or the appearance of a conflict, should prevent EWMI from entering into the transaction giving rise to the conflict. The individual whose relationship gives rise to the conflict should recuse himself or herself from the Audit Committee discussion and vote, as well as any Board discussion and vote, on the transaction (except for any request by the Committee or Board to provide information). The Committee must consider all factors, including but not limited to economic cost, reputation, and availability of alternatives to the proposed transaction, in determining whether or not to waive the conflict. The Committee must report its decision to the Board of Directors. The decision should be recorded in the minutes of the Committee and the Board.

1.3 Advisory Boards and Senior Staff

Members of expert or advisory boards and committees, and senior staff shall disclose to the President (or President’s designee), orally or in writing, any Interest held by her- or himself, or by a Family Member, or close business associate, as defined above in 1.1, and shall, unless the President (or President’s designee) determines otherwise, recuse her- or himself from the decision-making process. Reporting also is required if a transaction would give rise to the appearance of an Interest. The Procedures set forth in the preceding sentence also shall apply to any Director with an Interest in a

transaction being considered by EWMI below the Board level. The nature of the Interest and the individual's recusal from the consideration of the transaction, except if asked to provide information, shall be memorialized in writing. In addition, the individuals listed in the first sentence of this paragraph shall disclose close friendships with (a) any individual with whom EWMI is considering a transaction, and (b) any individual who has a significant position or interest in an entity with which EWMI is considering a transaction.

2. EWMI Opportunities

EWMI staff must not engage in outside employment or activities that interfere or conflict with their duties to EWMI. If, on account of his or her work for EWMI, a staff member is offered or becomes aware of an opportunity that would be of interest to EWMI, the staff member must disclose the opportunity to the President or the Executive Vice President. Only if EWMI chooses to forego the opportunity for itself, and the President or the Executive Vice President approves, the staff member may pursue the opportunity individually.

3. Accepting Gifts

No Director, expert or advisory board or committee member, or staff member shall accept, directly or indirectly, payments for expenses associated with EWMI-related travel, meals, or other professional activity from actual or potential grantees or suppliers of EWMI in a monetary value of greater than \$75. No person listed in the previous sentence shall accept, directly or indirectly, a gratuity, gift, favor, entertainment, loan, certificate, coupon, or anything of monetary value of greater than seventy-five dollars from actual or potential grantees or suppliers of EWMI, except (a) gifts presented to EWMI where the recipient is representing EWMI and thereafter presents the gift to EWMI, or (b) gifts that are motivated solely by a family or personal relationship, but are in no way connected with the recipient's official EWMI duties. In general, a recipient should make every effort to decline to accept gifts on behalf of EWMI, but, in cases where it would be considered ungracious to do so, should

make clear that the gift is being accepted on behalf of, and will be given to, EWMI.

4. Gift-giving

EWMI will only reimburse the costs for gifts under the following circumstances: (i) purchase of souvenirs to present to hosts during study tour, provided approval is granted by a EWMI Vice President or Chief of Party, and (ii) purchase of flowers upon death of immediate family member.

Prior written authorization from two EWMI officers is required in order to be reimbursed for any other gift purchases.