

**100 REPORTERS****CONFLICT OF INTEREST POLICY****Article I.**  
**Purpose**

The purpose of this Conflict of Interest Policy is to protect the interests of 100 Reporters (the "Corporation") when it is contemplating entering into a contract, grant or other agreement or transaction ("Transaction") that might benefit, directly or indirectly, the private interest of a director ("Director") or officer ("Officer") of the Corporation or other related person or that might result in a possible "excess benefit transaction," as defined in section 4958 of the Internal Revenue Code of 1986, as amended (the "Code"). This Policy is intended to supplement, but not replace, any applicable District of Columbia, state or federal laws governing conflicts of interest applicable to the Corporation.

**Article II.**  
**Definitions****1. Conflict of Interest**

A "Conflict of Interest" exists in any situation in which an Insider could act to further his or her own Financial Interest (as defined below) as part of a Transaction, rather than acting solely in the best interest of the Corporation. The Corporation's Board of Directors (the "Board"), or a committee designated by the Board to consider potential conflicts of interests (the "Committee"), may waive a Conflict of Interest if, after considering all relevant facts, the Board or the Committee determines that the Corporation, including the Corporation's financial interests and its reputation, is not adversely affected by such Conflict of Interest.

**2. Insider**

Any Director, Officer and any member of a committee to which the Board has delegated powers is an "Insider." In addition, if any employee of, agent of or consultant to the Corporation is advising, recommending or requesting that the Corporation enter into any Transaction, such employee, agent or consultant shall also be an Insider with respect to such Transaction.

**3. Financial Interest**

An Insider has a Financial Interest, and therefore a Conflict of Interest exists, if the Insider, directly or indirectly through a business, investment, family or intimate personal relationship, has:

- a. An ownership or investment interest in any person with which the Corporation has entered, or is considering entering, into a Transaction,
- b. A compensation arrangement with any person with which the Corporation has entered, or is considering entering, into a Transaction, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any person with which the Corporation is considering entering into a Transaction.

For purposes of this Policy:

- “Compensation” shall mean direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
- “Family” shall mean the Insider’s spouse or domestic partner, and the Insider’s ascendants, descendants and siblings, as well as a spouse or domestic partner of any ascendant, descendant or sibling.
- “Ownership or Investment Interest” shall mean a 5% or more ownership or investment interest in an organization or entity.
- “Person” shall mean an individual or an entity of any kind.

### **Article III.** **Procedures**

#### **1. Duty to Disclose**

To determine whether a Conflict of Interest exists and whether such Conflict of Interest should be waived, an Insider must disclose the existence of a Financial Interest to the Board or the Committee. The Chairman of the Board or the Chairman of the Committee, in consultation with the other members of the Board or the Committee, or the Board or the Committee by majority vote, shall determine if the disclosed information constitutes a Conflict of Interest.

#### **2. Determining Whether a Conflict of Interest Exists**

If it is determined that the matter disclosed constitutes a potential Conflict of Interest, the Board or the Committee shall meet and discuss the matter with the Insider, or receive a written submission from the Insider, who in such meeting or written submission shall disclose all material facts related to the Financial Interest, and/or collect such information that the Board or the Committee considers relevant to its inquiry. Thereafter, the Board or the Committee shall consider the matter outside the presence of the Insider, and shall determine whether a Conflict of Interest exists.



### **3. Procedures for Addressing a Conflict of Interest**

If the Board or the Committee determines that a Conflict of Interest exists, then:

- a. The Board or the Committee may appoint a disinterested person or committee to investigate alternatives to the Transaction.
- b. After exercising due diligence, the Board or the Committee shall determine whether the Corporation, with reasonable efforts, can obtain a more advantageous Transaction that would not give rise to a Conflict of Interest.
- c. If the Board or the Committee determines, by a majority vote of its disinterested members, that a more advantageous Transaction not presenting a Conflict of Interest is not reasonably possible under the circumstances and that the Transaction is fair and reasonable and in the Corporation's best interests, then, by the same vote, the Board or the Committee may determine that, notwithstanding the presence of a Conflict of Interest, the Corporation should waive the Conflict of Interest and continue, or enter into, the Transaction.

### **4. Violations of the Conflicts of Interest Policy**

- a. If the Board or the Committee has reasonable cause to believe an Insider has failed to disclose a Financial Interest, it shall inform the Insider of the basis for such belief and afford the Insider an opportunity to explain the failure to disclose.
- b. If, after hearing the response of the Insider and, after making such further investigation as it concludes is warranted by the circumstances, the Board or the Committee determines the Insider has failed to disclose a Financial Interest, it shall take appropriate disciplinary and corrective action, up to and including dismissal.

## **Article IV.** **Records of Proceedings**

The minutes of the meetings of the Board or the Committee considering Conflicts of Interest shall contain:

- a. The name of each Insider who disclosed or otherwise was found to have a Financial Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, the decision as to whether a Conflict of Interest in fact existed and whether the Conflict of Interest was waived.
- b. The names of the individuals who were present at the discussions and the votes relating to the Transaction, the content of the discussion, including

consideration of any alternatives to the Transaction, and a record of any votes taken in connection with the proceedings.

**Article V.**  
**Compensation**

- a. A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to his or her compensation.
- b. A member of any committee whose jurisdiction includes compensation matters and who receives compensation for services, directly or indirectly, from the Corporation is precluded from voting on matters pertaining to his or her compensation.
- c. A Director, or a member of a committee whose jurisdiction includes compensation matters, who receives compensation, directly or indirectly, from the Corporation, is not prohibited from providing information to the Board or to any committee regarding his or her compensation.

**Article VI.**  
**Annual Statements**

Upon becoming a Director, Officer or a member of a committee to which the Board has delegated powers and each year thereafter, an individual shall become an Insider and shall complete a Conflict of Interest Declaration Form providing (i) the name(s) of any entity in which the Insider or the Insider's Family has a significant ownership or investment interest, or with which the Insider or the Insider's Family has a relationship as a director, trustee, officer, employee or consultant, and (ii) the name(s) of any person with whom the Insider or the Insider's Family has a compensation arrangement. The Insider shall also sign a statement affirming that he or she:

- a. Has received a copy of this Conflict of Interest Policy,
- b. Has read and understands the Policy,
- c. Has agreed to comply, and, if part of an annual certification, has previously complied, with the Policy, and
- d. Understands that the Corporation is a charitable and educational organization and that, in order to maintain its federal tax exemption and preserve the Corporation's valuable reputation, the Corporation must engage primarily in activities that accomplish its tax-exempt purposes.



**Article VII.**  
**Circulation of Policy**

Upon becoming an employee of, agent of or consultant to the Corporation and each year thereafter, each such employee, agent and consultant shall be provided a copy of this Conflict of Interest Policy and shall be reminded that the Policy may apply to him or her under certain circumstances, that the Corporation is a charitable and educational organization and that, in order to maintain its federal tax exemption and preserve the Corporation's valuable reputation, the Corporation must engage primarily in activities that accomplish its tax-exempt purposes.

**Article VIII.**  
**Annual Reviews**

To ensure that the Corporation operates in a manner consistent with its charitable and educational purposes, and does not engage in activities that could jeopardize its tax-exempt status, the Board or a committee appointed by the Board shall conduct an annual review that shall include, at a minimum, findings on the following subjects:

- a. Whether the Corporation's compensation arrangements and benefits are the result of arm's length bargaining and, based on competent survey information, are reasonable.
- b. Whether partnerships, joint ventures and arrangements with management organizations in which the Corporation participates conform to the Corporation's written policies, are properly recorded, reflect reasonable investment criteria or payments for goods and services, further the Corporation's exempt purposes and do not result in private inurement, impermissible private benefit or an excess benefit transaction under the Code.

**Article IX.**  
**Use of Outside Experts**

When conducting the annual reviews under Article VIII, the Board or committee may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring that annual reviews are conducted properly.

**Article X.**  
**Miscellaneous**

As the Corporation's Directors, Officers and employees may be active in other charitable organizations, it shall not be considered a Conflict of Interest for any of them to engage in general fund-raising for, or otherwise participate in the activities of, another charitable organization. It is, however, a Conflict of Interest for any Director, Officer or employee of the Corporation to utilize any non-public data, information, materials,

research or resources of the Corporation in fund-raising for, or other activities of, another charitable organization.