



CBIF Statement of Conflict of Interest

Children's Body Image Foundation, Its Affiliates, Components, and all Officers, Director, Advisors, Delegates, Council and Committee members shall scrupulously avoid any conflict between their respective personal, professional or business interests and the interests of the foundation, in any and all actions taken by them on behalf of the foundation in their respective capacities.

If any Officer, Director, Advisor, Delegate, Council or Committee member of the foundation has any direct or indirect interest in, or relationship with, any individual or organization that proposes to enter into any transaction with the foundation, including but not limited to transactions involving:

- 1) The sale, purchase, lease or rental of any property or other asset
- 2) Employment or rendition of services, personal or otherwise
- 3) The award of any grant, contract, or subcontract
- 4) The investment or deposit of any funds of the foundation

Any such person shall give written notice of such interest or relationship and shall thereafter refrain from discussing or voting on the particular transaction in which he has an interest, or otherwise attempting to exert any influence on the foundation, or its components to affect a decision to participate or not participate in such transaction.

Conflict of Interest Procedures

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

(b) After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, he/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) The chairman, chair of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement where the Conflict of Interest may exist.

(d) After exercising due diligence, the governing board or committee shall determine if the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(e) If a more advantageous transaction or arrangement is not reasonably possible under circumstances, the governing board or committee shall determine by a majority vote of the disinterested Trustee(s) whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.