

STATEMENT OF CONFLICTS OF INTEREST POLICY FOR THE TRUSTEES OF COLUMBIA UNIVERSITY

I. Purpose

Columbia University needs reasonable assurance that the integrity of the institution and all of its constituent members, including its Trustees, remains above reproach. An essential element of preserving the University's integrity is to avoid any actuality (or appearance) that any Trustee receives improper personal benefits from Board service. This policy also includes people and entities with whom the Trustee has a significant relationship. This conflict of interest policy is intended to permit the University and its Trustees to identify, evaluate, and address any real, potential, or apparent conflicts of interest that might, in fact or appearance, call into question the actions of a Trustee in performing his or her responsibilities to the University.

II. General Principles

The Trustees owe a duty of undivided loyalty to the University which requires that in serving the University they act, not in their personal interests, but rather solely in the interests of the University. Trustees should avoid being involved in situations where there is or where it appears there might be a conflict arising from economic benefit to them (or persons with whom they have a significant relationship) resulting from actions they take as Trustees. If such conflicts arise, they should be promptly disclosed, addressed and resolved. A Trustee is considered to have a conflict of interest when the Trustee, or any party with whom the Trustee has a significant relationship, either (a) has an existing or potential financial or other interest which impairs or might appear to impair the Trustee's independence or objectivity of judgment in serving the University, or (b) may derive a financial or other material benefit from the use of confidential information of the University that is gained in the course of the Trustee's University service and would not have been available to the Trustee but for that service.

A Trustee is considered to have a significant relationship with another party if the other party is:

(a) a "family member" (which for these purposes is defined as follows: spouse, siblings and their spouses, ancestors, children, grandchildren and great grandchildren, and spouse's of children, grandchildren and great grandchildren);

(b) a sole proprietorship owned by the Trustee or any family member;

(c) a legal entity of which the Trustee or any family member is a director, officer, trustee, general partner, managing member or employee or with respect to which the Trustee or any family member is a consultant;

(d) a legal entity in which the Trustee or any family member (either individually, or in the aggregate as a group) holds, beneficially or of record, shares constituting, in the case of a publicly-traded entity, more than 1% of those outstanding or, in the case of an entity whose shares are not so traded, more than 5% of those outstanding; or

(e) any other party (i) from whom the Trustee or any family member derives significant income or (ii) where the value of the interest of the Trustee or any family member of such party constitutes a significant part of the net worth of such person.

III. Actions to Address Existing or Potential Conflicts of Interest

When a Trustee becomes aware of an existing or potential conflict of interest, he or she shall have a duty to take the following actions:

(a) with reasonable promptness disclose the circumstances of the existing or potential conflict of interest in reasonable detail to the Chairman, to the Chairman of the relevant committee, or to the President;

(b) refrain from acting to influence any decision of the University which might result in one or more improper, material economic benefits to the Trustee or any family member; and

(c) recuse himself or herself from participation in any discussions or decisions regarding the transaction or activity at meetings of the Trustees or any committees thereof, or with other members of the University community, except to respond to requests for information. The other Trustees or committee members may determine, after due consideration and acting without participation or influence of the Trustee with the existing or potential conflict of interest, that the University's interest would be best served by participation of the relevant Trustee in a discussion or decision.

IV. Standards for Approval of Transactions and Activities

The University may enter into a transaction or activity that involves an actual or potential conflict of interest if it is determined by the parties responsible for approving such transaction or activity on behalf of the University, acting without participation or influence of the relevant Trustee, that such transaction or activity is fair, reasonable, in the best interests of the University, and consistent with the University's status as a section 501(c)(3) organization. The Trustees may also approve outside activities of the relevant Trustee, that do not involve a transaction or an activity of the University, if the Trustee's outside activities would cause no actual or apparent detriment to the University. The minutes of the Trustees or the relevant committee thereof, or other appropriate records, shall reflect the name of any Trustee who disclosed or otherwise was found to have a conflict of interest in a transaction or activity, the nature of that interest, the extent of the Trustee's participation in meetings on matters related to the transaction or activity, the body's decision on such matters, and a record of any votes taken in connection therewith.

V. Failure to Disclose

If the Trustees, or its Chairman or the Chairman of the relevant committee, have reasonable cause to believe that a Trustee has failed to provide disclosure with respect to an existing or proposed transaction or activity, they shall inform the Trustee of the basis for such belief and afford the Trustee an opportunity to explain the alleged failure to disclose. If, after hearing the response of such Trustee and making such further investigation as may be warranted in the circumstances, the Trustees, or its Chairman or the Chairman of the relevant committee, determine that the Trustee has in fact failed to make a required disclosure, the Trustees shall take such further actions as they deem appropriate to carry out the purposes of this conflict of interest policy.

VI. Annual Statements

Each Trustee shall annually complete a Conflict of Interest Disclosure Statement acknowledging familiarity with this policy and disclosing any financial interests or activities subject to this policy. Trustees shall update such Disclosure Statements promptly as necessary to reflect any changes during the course of the year. The completed Questionnaires will be submitted to the Chairman or his or her designee for review in accordance with this policy. The Office of the University's General Counsel is available to any Trustee to provide advice on a confidential basis on any question of possible conflict of interest.