



CONFLICT OF INTEREST

The board, officers, and management employees have the responsibility of administering the affairs of CREW Philadelphia ("CREW") honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of CREW. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with CREW or knowledge gained therefrom for their personal benefit to the detriment of the organization. The interests of the organization must have the first priority in all decisions and actions made in the role of board member, officer or employee.

PERSONS CONCERNED: This statement is directed to board members, officers, and to all employees who can influence the actions of CREW. This includes all who make purchasing decisions, all other persons who might be described as "management personnel," and all who have proprietary information concerning CREW.

AREAS IN WHICH CONFLICT MAY ARISE: Conflicts of interest may arise in the relations of directors, officers, and employees with any of the following third parties:

1. Persons and firms supplying goods and services to CREW;
2. Persons and firms from whom CREW leases property and equipment;
3. Persons and firms with whom CREW is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property;
4. Competing or affinity organizations;
5. Donors and others supporting CREW and its entities;
6. Agencies, organizations, and associations that affect the operations of CREW;
7. Family members, friends, and other employees.

NATURE OF CONFLICTING INTEREST: A material conflicting interest may be defined as an interest, direct or indirect, with any persons and firms mentioned above. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with CREW;
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) in any third party dealing with CREW;
3. Receiving remuneration for services with respect to individual transactions involving CREW;

4. Using Crew's time, personnel, equipment, supplies, or good will for other than CREW approved activities, programs, and purposes;
5. Receiving personal gifts or loans from third parties dealing with CREW. Receipt of any gift is disapproved except gifts of nominal value that could not be refused without discourtesy. No personal gift of money should ever be accepted.

INTERPRETATION OF THIS STATEMENT OF POLICY: It is the policy of the board that the existence of any of the interests described above shall be disclosed before any transaction is consummated. The fact that one of the interests described above exists does not mean necessarily that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material that upon full disclosure of all relevant facts and circumstances that it is necessarily adverse to the interests of CREW. It shall be the continuing responsibility of board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

DISCLOSURE POLICY AND PROCEDURE: Transactions with related parties may be undertaken only if all of the following are observed:

1. A material transaction is fully disclosed in the audited financial statements of the organization;
2. The related party is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and
4. The organization's board has acted upon and demonstrated that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief staff executive (or if she or he is the one with the conflict, then to any other member of the CREW Executive Committee), which shall determine whether a conflict exists and might be material, and if the matters should be brought to the attention of the board.

If brought to the board, the board shall determine whether the conflict is material, and in the presence of an existing material conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to CREW. The decision of the board on these matters will rest in their sole discretion, and their concern must be for the welfare of CREW and the advancement of its purpose.

CODE OF ETHICS FOR BOARD AND STAFF

CREW professionals (staff and board members), are dedicated to carrying out the mission of the organization. In so doing, CREW board members and staff commit to:

- Recognize that the chief function of CREW at all times is to serve the best interests of our constituency.
- Conduct the affairs of the organization with professional competence, fairness, impartiality, efficiency, and effectiveness.
- Respect the structure and responsibilities of the board, provide facts and advice as a basis for policy decisions, and uphold and implement policies adopted by the board.
- Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.

- Exercise whatever discretionary authority allowed under the law to carry out the mission of the organization.
- Serve with respect, concern, courtesy, and responsiveness in carrying out the organization's mission.
- Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all our activities in order to inspire confidence and trust in the organization.
- Avoid any interest or activity that is in conflict with the conduct of official duties.
- Respect and protect privileged information.
- Strive for personal and professional excellence and encourage the professional development of others.

The following code of ethics sets forth the standards the board expects from its members.

- To become familiar with and committed to the major responsibilities of a governing board
 - a) Setting mission and purposes
 - b) Assessing Board performance
 - c) Insisting on strategic planning
 - d) Ensuring adequate resources
 - e) Ensuring good management
- To devote time to learn how the organization functions—its uniqueness, strengths, and needs, its place in the industry.
- To carefully prepare for, regularly attend, and actively participate in board meetings and committee assignments.
- To accept and abide by the legal and fiscal responsibilities of the board as specified by the organization's bylaws, policies (including the conflict-of-interest policy and disclosure developed by the board) and state statutes and regulations.
- To vote according to one's individual conviction, to challenge the judgment of others when necessary, yet to be willing to support the decision of the board and work with fellow board members in a spirit of cooperation.
- To maintain the confidential nature of board deliberations and to avoid acting as spokesperson for the entire board unless specifically authorized to do so.
- To understand the role of the board as a policy-making body and to avoid participation in administration policy.
- To refrain from actions and involvement that might prove embarrassing to the organization and to resign if such actions or involvement develop.
- To make judgments always on the basis of what is best for the organization as a whole.