VASSAR COLLEGE

Conflict of Interest Policy
for Trustees, Officers and Key Persons

The Trustees, Officers and Key Persons of Vassar College have a duty to serve the purposes to which Vassar is dedicated, to conduct the affairs of Vassar in a manner consistent with such purposes, and not to advance their personal interests or the interests of third persons above those of Vassar.

This Policy is intended to ensure that these individuals understand and adhere to these requirements, always act in Vassar’s best interest and comply with applicable legal requirements. This Policy is designed to promote the identification, disclosure, evaluation and disposition of any real, potential, or apparent conflicts of interest that any of these individuals might have that call into question his or her duty of undivided loyalty.

1. Definitions.

All capitalized terms used in this Policy shall have the following meanings:

The term “Authorized Body” means the Board or that Committee of the Board, if any, having been delegated authority with respect to a given sphere of activity of Vassar.

The term “Audit Committee” means the Vassar Board’s Audit Committee.

The term “Board” means Vassar’s Board of Trustees.

The term “Committee of the Board” means a committee of Vassar appointed by the Board and consisting exclusively of Trustees.

The term “Conflict of Interest Arrangement” means each proposed transaction, agreement or other arrangement in which:

(a) (i) one or more Related Parties would have a financial interest and
(ii) Vassar would be a participant; or

(b) there could be an actual or perceived conflict of interest for some other reason, including any transaction, agreement or other arrangement in which the interests of a Related Party could be seen as competing with the interests of Vassar.

The term “Covered Persons” means the individuals from time to time serving as the Trustees, Officers and Key Persons of Vassar.
The term “**Key Person**” means any person, other than a Trustee or officer, whether or not an employee of Vassar, who (a) has responsibilities, or exercises powers or influence over Vassar as a whole similar to the responsibilities, powers, or influence of Trustees and officers, (b) manages Vassar, or a segment of Vassar that represents a substantial portion of the activities, assets, income, or expenses of Vassar, or (c) alone or with others controls or determines a substantial portion of Vassar’s capital expenditures or operating budget.

The determination of which persons constitute Key Persons for purposes of this Policy shall be made on an annual basis by the Vice President for Finance and Administration and shall be approved by the Audit Committee.

The term “**Officers**” means the individuals from time to time elected or appointed as officers by the Board.

The term “**Related Parties**” means:

(a) Covered Persons.

(b) the following living relatives of each Covered Person:
   (i) his or her ancestors
   (ii) his or her siblings and half-siblings
   (iii) the spouse or domestic partner of each of his or her siblings and half-siblings
   (iv) his or her spouse or domestic partner,¹
   (v) his or her children, grandchildren, and great-grandchildren
   (vi) the spouse or domestic partner of each of his or her children, grandchildren and great-grandchildren.

(c) any entity or trust of which any individual described in paragraphs (a) or (b) above serves as a director, trustee, officer or employee.

(d) any entity or trust in which any one or more individuals described in paragraphs (a) or (b) above have a 5% or greater ownership or beneficial interest or, in the case of a partnership or limited liability company, any equity interest as a partner or member.

The term “**Trustees**” means the individuals from time to time serving as members of the Board.

The term “**Vassar**” means Vassar College.

2. **Procedures for Disclosing, Addressing and Documenting Conflicts of Interests**

¹ The term “domestic partner” is not limited to registered domestic partner relationships.
(a) *Procedures Applicable to the Individual.* When a Covered Person has a direct interest in a Conflict of Interest Arrangement, or an indirect interest through a person who is a Related Party with respect to such Covered Person, he or she:

(i) must immediately disclose in writing the existence and circumstances of the Conflict of Interest Arrangement (including the material facts concerning his or her interest) to an Authorized Body;

(ii) must refrain from attempting to influence the deliberations or voting of any Authorized Body on the Conflict of Interest Arrangement; and

(iii) may not participate in or attend an Authorized Body’s deliberations or vote on the Conflict of Interest Arrangement. However, at the request of the Authorized Body, the Covered Person may present background information or answer questions on the Conflict of Interest Arrangement.

(b) *Procedures Applicable to Vassar.* Once an Authorized Body becomes aware of a Conflict of Interest Arrangement, the following procedures apply:

(i) *Authorized Body to Fulfill Vassar’s Responsibilities under this Policy.* An individual’s disclosure with respect to a Conflict of Interest Arrangement under Paragraph 2(a) triggers Vassar’s responsibilities under this Paragraph 2(b). However, the Authorized Body receiving the disclosure may request that the Audit Committee perform Vassar’s responsibilities, in which event references below are to the Audit Committee.

(ii) *Confirmation of Actions.* The Authorized Body performing Vassar’s responsibilities under this Paragraph 2(b) must confirm that the steps required under Paragraph 2(a) above have been or are being taken.

(iii) *Fairness and Reasonableness.* Before approving a Conflict of Interest Arrangement, the Authorized Body must determine that the Conflict of Interest Arrangement is fair, reasonable and in Vassar’s best interest.

(iv) *Comparability Data.* The Authorized Body must obtain and rely on comparable market data, to the extent available, in making the determination that the Conflict of Interest Arrangement is fair, reasonable and in Vassar’s best interest.
(v) **Alternative Transactions.** If the Conflict of Interest Arrangement is one in which a Related Party has a “substantial financial interest” within the meaning of New York law, the Authorized Body must consider alternative transactions, to the extent available.

(vi) **Materiality to Vassar.** The Authorized Body must determine whether the Conflict of Interest Arrangement is material to the financial, reputational or other interests of Vassar, in which event consideration must be given to alternative transactions, agreements or arrangements, to the extent available.

(vii) **Voting.** All determinations and approvals with respect to a Conflict of Interest Arrangement require the affirmative vote of not less than a majority of the members of the Authorized Body present at a meeting of the Authorized Body (provided a quorum is present and no greater portion is required by applicable law or the Vassar Governance). Interested Covered Persons may be counted solely for determining the presence of a quorum. Notwithstanding the foregoing, the salaries of those Officers who are compensated may be set only by the affirmative vote of a majority of the entire Board.

(viii) **Contemporaneous Documentation.** All disclosures and recusals with respect to a Conflict of Interest Arrangement together with the basis for all determinations and approvals of the Authorized Body must be contemporaneously documented in writing (including in the minutes of any meeting at which the Conflict of Interest Arrangement was discussed and voted on). This documentation must include an account of the consideration of comparable market data and alternative transactions, agreements or arrangements, to the extent available and considered pursuant to the requirements of this Policy.

(ix) **Disclosure to the Audit Committee.** If a Conflict of Interest Arrangement is before an Authorized Body other than the Audit Committee, the existence of the matter and its disposition (including compliance with the requirements of this Policy) must be promptly disclosed to the Audit Committee.

3. **Disclosure Statement**

Prior to the initial election, appointment or hiring of any Covered Person and annually thereafter, such individual must complete, sign and submit to the Controller of Vassar, a written disclosure statement identifying to the best of his or her knowledge:

(a) any entity or trust of which such individual or a Related Party with respect to that individual is an officer, director, trustee, member, owner (either as
a sole proprietor or a partner) or employee and with which Vassar is
known to have (or is known to be in discussion to have) a relationship;

(b) any transaction, agreement or other arrangement in which Vassar is a
participant (or is known to be in discussion to be a participant) and in
which the individual or a Related Party with respect to that individual
might have a conflicting interest; and

(c) any other interests that could give rise to a Conflict of Interest
Arrangement.

Each Covered Person must update his or her disclosure statement as necessary to reflect
changes during the course of the year and submit a new disclosure statement at least once
in each fiscal year.

Completed disclosure statements may be reviewed by the Secretary of the Board. The
Secretary will provide a copy of all completed disclosure statements to the Audit
Committee and the Chair of the Board and will periodically update the Chair of the Audit
Committee and the Chair of the Board concerning compliance with the disclosure
statement requirements of this Policy.

4. Adoption, Implementation and Compliance

The Board may make changes to this Policy from time to time, as it deems appropriate.
The Board will oversee the implementation of, and compliance with, this Policy.

5. Administration

A copy of this Policy must be furnished to each Covered Person promptly upon its
adoption. In addition, each new Covered Person must be furnished with a copy of this
Policy prior to the commencement of his or her duties. Each Covered Person must
acknowledge in writing, not less than annually, that he or she has read and is in
compliance with this Policy.