

UNITED STATES HOLOCAUST MEMORIAL COUNCIL CONFLICTS OF INTEREST AND ETHICS POLICY

GENERAL

The Council is the board of trustees of the United States Holocaust Memorial Museum and it has overall governance responsibility for the Museum, including policy guidance, strategic direction, and fiduciary responsibility. Membership on the Council is a position of public trust and its members are obliged to place loyalty to the Museum and its governing laws and ethical principles above private gain. Council Members must exercise due diligence and good faith in carrying out their duties on behalf of the Museum and refrain from taking any action that might conflict, or appear to conflict, with the interests of the Museum.

CONFLICTS OF INTEREST DEFINED

As special Government employees, Council Members are subject to specific Federal conflict of interest prohibitions at all times when they are performing work for the Council. A Council Member may be considered to have a conflict of interest, or a perceived conflict, when there is the potential for gain or loss to the Council Member or the Council Member's spouse, minor child, business partner, or person or organization with which he or she is connected as a result of Council action on a particular matter, whether by reason of a contract, employment or otherwise. For the purposes of this Policy, a Council Member may be deemed to have a conflict of interest with respect to a person or organization if he or she has a material financial interest in, or a contractual or other similar arrangement with such person or organization or if he or she is negotiating or has any arrangement concerning a prospective contractual or other similar arrangement, or with respect to an organization (for profit or nonprofit) in which the Council Member is serving as a trustee, officer, director, employee or general partner.

DISCLOSURE AND RECUSAL

If a Council Member becomes aware that the Council or a Council Committee on which he or she serves may consider a matter in which he or she has a direct or imputed financial interest, the Member shall disclose the interest to the Chair of the Executive Committee and the Council's General Counsel. If the Council's General Counsel determines that an actual or potential conflict of interest exists, he or she shall advise the Member and report the matter to the Executive Committee.

A Council Member shall not participate or exert any personal influence in any discussion of a Council matter in which he or she has an actual or apparent conflict of interest, nor shall he or she make any recommendations or otherwise participate in decisions regarding the same. If the Council Member is present at any meeting of the Council or any Committee at which such matter is being discussed,

the Member shall leave the meeting during the discussion and vote. The minutes of the meeting shall record the Council Member's disclosure of the conflict, his or her recusal from consideration of the matter, and the final decision, if any, made in the affected matter.

ANNUAL COMPLIANCE STATEMENT

Each Council Member shall file annually a compliance statement in the form attached to this Policy. On an annual basis, the Council's General Counsel will ascertain that each Council Member has signed and submitted an annual compliance statement and will report to the Executive Committee and the Audit and Review Committee whether any actual or potential conflicts of interest have been disclosed therein. The Museum will maintain the compliance statements in strict confidence and they will not be subject to public disclosure except as required by applicable law.

REQUIREMENT OF IMPARTIALITY

Council Members shall take reasonable and appropriate steps to avoid even the appearance of the loss of impartiality in the performance of their Council duties. A Council Member may not use or allow anyone else to use his or her Council position or title to endorse his or her personal or professional activities, the activities of another, or any product, service, or enterprise (whether for profit or non-profit). Council Members shall not engage in fundraising for other organizations while fulfilling obligations to the Council nor shall they use or permit the use of the Council's or the Museum's name in fundraising for other organizations.

RESTRICTIONS ON DISCLOSURE OF NONPUBLIC INFORMATION

A Council Member shall not engage in financial transactions using nonpublic Museum or Council information, nor allow the improper use of nonpublic information to further his or her private interest or that of another, whether through advice, recommendation, or by knowing unauthorized disclosure. "Nonpublic information" is information that the Council Member gains by reason of his or her Council position and that he or she knows or reasonably should know has not been made available to the general public. It includes personal, sensitive, and proprietary information provided to the Museum or the Council in confidence, information designated as sensitive, confidential, or privileged by the Museum or the Council, and information otherwise protected from disclosure by law.

Certain nonpublic information may not be disclosed within the Museum or the Council except to other Museum employees or Council Members who have a need to know the information in the performance of their Museum or Council duties. Such information includes security information, information obtained in an authorized investigation, and personal and sensitive information about individuals, including individual Museum employees, contractors, current or prospective donors to the Museum, and Council Members. Council Members are expected to exercise discretion in all instances of receiving or transmitting nonpublic information in the performance of their Council

duties. If a Member has a question concerning what constitutes nonpublic information, he or she should consult the Council's General Counsel or the Museum's General Counsel.

PERSONAL ACQUISITION OF MUSEUM OBJECTS

Members of the Council may maintain personal collections of objects of the type collected by the Museum, but Council Members or their immediate family members shall avoid acquiring original material when such acquisition might be in competition with the collecting activities of the Museum. Competition would exist when a Council Member knows or has reason to believe that the Museum might seek to acquire the object(s) for the Museum's collections if it was aware of the opportunity. In such cases, the Council Member shall discuss the matter with the Chair of the Collections Committee. If the conflict or appearance thereof is substantial, clearance must be obtained from the Executive Committee and the Council's General Counsel prior to the Council Member proceeding with such acquisition. In cases where the conflict cannot be resolved in other ways, it may be necessary to provide the Museum the opportunity to purchase or otherwise acquire the object or, if already acquired by the Council Member or his or her family, a reasonable time for the Museum to decide whether to obtain the object from the Council Member upon payment of the Council Member's costs of acquisition. No Council Member or his or her immediate family member may acquire de-accessioned objects directly from the Museum or at auction if consigned by the Museum. A sale or loan to the Museum of any object owned by a Council Member or immediate family member shall be given special scrutiny to ensure that neither the Council Member nor such immediate family member receives any improper advantage from the arrangement, and shall be subject to the approval of the Collections Committee.

CONSULTATION

Council Members are encouraged to consult with the Chair of the Executive Committee, the Council's General Counsel, or the Museum's General Counsel whenever a question arises respecting this Policy or its applicability.

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ANNUAL COMPLIANCE STATEMENT INSTRUCTIONS

1. **The completed compliance statement (the “Compliance Statement”) is due in the Council’s General Counsel’s Office by June 30 of each year.**
2. Each Council Member shall sign and submit an annual Compliance Statement and will provide supplementary information as required. Each new Council Member shall complete the Compliance Statement not later than the first meeting of the Council held after his or her appointment or within forty-five days of his or her appointment, whichever is later.
3. The Council’s General Counsel and the Museum’s General Counsel are available to Council Members for assistance and guidance in completing the Compliance Statement.
4. The Compliance Statement should be completed and returned to the Council’s General Counsel, who is responsible for reviewing the statements. If the Council’s General Counsel has any questions concerning your Compliance Statement, he or she will contact you directly.
9. Annually, the Council’s General Counsel will file a written report directly with the Council Executive Committee, the Audit Committee, and the Museum’s General Counsel indicating the status of the filing by Council Members of their Compliance Statements.
10. The Council’s General Counsel will keep the Compliance Statements secure, but available, as reasonably necessary for review by members of the Council Executive Committee, Audit Committee and the Museum’s General Counsel.

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ANNUAL COMPLIANCE STATEMENT

I, _____, hereby confirm that I have read the attached United States Holocaust Memorial Museum Conflicts of Interest and Ethics Policy (the "Conflicts of Interest and Ethics Policy") and that I am fully aware of its provisions. I agree to comply with the provisions of the Conflicts of Interest and Ethics Policy and to make all necessary and appropriate disclosures to the Council's General Counsel as required by the Conflicts of Interest and Ethics Policy. Except as disclosed below and on any attached sheet, I am not aware of the existence of any actual or potential conflicts of interests, as defined in the Conflicts of Interest and Ethics Policy, in any manner related to my service as a member of the United States Holocaust Memorial Council and I agree to update any such disclosure from time to time in conformity with the requirements of the Conflicts of Interest and Ethics Policy.

Date

Signature

DISCLOSURES: