

AMERICAN RED CROSS CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE

The American Red Cross (Red Cross) conducts its business with the highest degree of ethical standards, with members of the Board of Governors (Board) expected to model ethical behavior in their leadership and business transactions. Acting as stewards of donor dollars and as keepers of an historic public trust, it is essential that Red Cross property be protected and that business decisions and transactions be free from improper conflicts of interest. Conflicts of interest are not unusual in complex businesses like the Red Cross and in the lives of business executives like Red Cross Board members. What is essential is that the Red Cross Board members recognize when a conflict of interest exists and know precisely what steps to take to address it.

A conflict of interest may occur where volunteers or employees have financial, business, or personal interests that conflict or appear to conflict with the interests of the Red Cross. Board members are required to complete this Conflict of Interest Disclosure Form on an annual basis. The Questionnaire focuses on essential information and affiliations provided by Board member to assist in identifying whether a conflict exists and to ensure that the Board member have the necessary remediation of that conflict and act in the best interest of the Red Cross.

To that end, the Red Cross has a **structured conflict of interest process** which includes the following steps: (1) identification of the financial, business or personal interest in conflict with the Red Cross interest; (2) disclosure of the conflict to the General Counsel, the Chairman of the Board or President and CEO; and (3) discussion of any impact on the Red Cross and possible remedial actions or mitigations with the General Counsel. Remedial actions may include the creation of firewalls in the Board member's work, recusal from a business decision or transaction involving the Red Cross or the other organization, withdrawal from the other organization's business, and/or other actions that eliminate the conflict of interest or appearance of a conflict.

This Questionnaire is to be completed **annually**, with any changes in circumstances that create a conflict situation to be communicated as quickly as possible throughout the year. Please answer all questions on this questionnaire, sign and date the Questionnaire and send to the Board of Governors Office (mailing address is at the end of the form), or email it to lauren.sullivan@redcross.org. If you have any questions or require clarification, please feel free to contact Craig Mendelsohn, Interim General Counsel, at 202-303-5364, or by email at craig.mendelsohn@redcross.org.

CONFLICT OF INTEREST DISCLOSURE QUESTIONNAIRE

In completing the Questionnaire, note that the term “**American Red Cross or Red Cross**” covers all units, such as the corporate entity of The American National Red Cross, National Headquarters units, Biomedical Services Headquarters, Preparedness Health and Safety Services, and Chapters. The term “**immediate family members**” includes a person’s spouse, parents, children (including adopted children), siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, grandparents, spouses of children, domestic partners, or anyone (other than domestic employees) who share such person’s home.

*Please answer **all** questions. Use additional paper, if necessary.*

1. Employment by the Red Cross	YES	NO
Do you have an immediate family member who is now employed by the Red Cross?		

If yes, identify the person, position and date of such employment by the Red Cross.

2. Personal Remuneration from the Red Cross	YES	NO
Are you or any of your immediate family members receiving or expecting to receive any remuneration from the Red Cross other than employment compensation?		

If yes, explain. Identify the person and position of the person who expects to receive remuneration, the amount to be received and date on which the amount is to be received.

3. Business with the Red Cross	YES	NO
Do you or an immediate family member have a financial, business or personal interest in a business or organization with which the Red Cross does business or expects to do business or with a business or organization receiving payments from the Red Cross for property, goods or services?		
	YES	NO
Have you or an immediate family member been a party to or involved in contractual transactions with the Red Cross?		

If yes, identify: (a) your financial, business, personal, contractual or organizational interest; (b) the relationship between the Red Cross and the other business or organization; (c) if an immediate family member has the interest, identify the relationship of the person to you; and (d) the impact on the interest of the Red Cross or the other business.

<p>4. Board Memberships</p> <p>List all corporations, organizations or institutions on whose board of directors, board of trustees or other governing bodies or advisory boards you currently serve. Identify the nature of the organization's business, and whether that organization does business or is involved in litigation with the American Red Cross. Attach additional pages to this questionnaire, as needed, to reflect all boards and governing bodies.</p>

5. Employees or Board Members serving with you	YES	NO
Do other employees of the Red Cross or members of the Red Cross Board of Governors serve on boards or governing bodies listed in Question 4?		

If yes, identify the Red Cross employees or board members.

6. Association with Red Cross Auditors	YES	NO
The auditor for the Red Cross is currently KPMG, LLP. Are you or any immediate family member a partner or principal in KPMG, LLP?		

If yes, identify any immediate family members who are employees of KPMG who participate in the audit, assurance or tax compliance practice for the Red Cross.

6a. Association with Red Cross Auditors	YES	NO
Do you have any immediate family members who are employees of the U. S. Army Audit Agency?		

If yes, identify any immediate family members who are employees of the U. S. Army Audit Agency and explain how the work they do relates to the Red Cross?

7. Legal Proceedings	YES	NO
Are there any legal proceedings adverse to the Red Cross pending or anticipated in which you, an immediate family member or any entity listed by you in response to the questions above are a party?		

If yes, please list them below.

Legal Proceedings (cont.)	YES	NO
During the past five years have you been convicted in a criminal proceeding or are you now the named subject of a pending criminal proceeding, excluding traffic violations and other minor offenses?		

If yes, explain and provide the details.

8. Other	YES	NO
Is there anything that has not been asked in this questionnaire that you believe the Red Cross should know; e.g., previous employment by a competitor or major vendor or supplier of the Red Cross, previous membership on the Board of a competitor or major vendor or supplier of the Red Cross, etc.		

If yes, explain and provide the details.

Signature _____ Date _____

Printed Name _____

Board members should return the completed Questionnaire to:

Board of Governors Office
 American Red Cross
 430 17th Street, NW
 Washington, DC 20006
 Email: lauren.sullivan@redcross.org