



**National September 11 Memorial and Museum  
at the World Trade Center Foundation, Inc. (the “9/11 Memorial”)  
and  
National September 11 Memorial and Museum  
at the World Trade Center (the “Museum”)**

**Conflict of Interest and Related Party Transaction Policy**

**I. PURPOSE**

All directors, officers and staff owe a duty of loyalty to the National September 11 Memorial and Museum at the World Trade Center Foundation, Inc. (the “9/11 Memorial”) and the National September 11 Memorial and Museum at the World Trade Center (the “Museum,” and together with the 9/11 Memorial, the “Organizations”) and must act in good faith and in the Organizations’ best interests, rather than in their own interests or the interests of another entity or person, and must comply with applicable legal requirements. The purpose of this Conflict of Interest and Related Party Transaction Policy (this “Policy”) is to set forth procedures for monitoring, reporting, review and oversight of, and review, approval or ratification of any action taken in connection with, conflicts of interest and related party transactions.

**II. APPLICABILITY**

This Policy applies to any person who at any time during the past five years was:

1. A director of the Organizations or an “affiliate” (as defined below);
2. An officer of the Organizations or an affiliate;
3. A “key employee” (as defined below) of the Organizations or an affiliate;
4. A “relative” (as defined below) of any of the foregoing persons;
5. Any entity in which any of the foregoing persons has a 35% or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of 5%; and
6. Any other employee, volunteer, or independent contractor of the Organizations (each, a “Covered Person” or “you”).

An “affiliate” is a person or entity that is directly or indirectly through one or more intermediaries, controlled by, in control of, or under common control with the Organizations.

A “key employee” is a person who is in a position to exercise substantial influence over the Organizations and, other than directors and officers, may include, without limitation, a person who: (i) founded the Organizations; (ii) has authority to control a substantial portion of the Organizations’ capital expenditures, operating budget or employee compensation; (iii) manages a discrete segment or activity of the Organizations that represents a substantial portion of the activities, assets, income or expenses of the Organizations (as compared to the Organizations as a whole); (iv) receives compensation primarily based on revenues derived from the Organizations’ activities; and/or (v) is highly-compensated by the Organizations (for example, receiving annual compensation greater than \$150,000). Persons who qualify as “key employees” of the Organizations will be so notified by the Organizations.

A “relative” is a (i) spouse, ancestor, child (whether natural or adopted), grandchild, great-grandchild, sibling (whether whole- or half-blood), (ii) spouse of a child (whether natural or adopted), grandchild, great-grandchild or sibling (whether whole- or half-blood), or (iii) a domestic partner.

### **III. CONFLICTS OF INTEREST**

A conflict of interest arises whenever the interests of the Organizations come into conflict with a financial or personal interest of a Covered Person, or otherwise whenever a Covered Person’s personal or financial interest could be reasonably viewed as affecting his or her objectivity or independence in fulfilling their duties to the Organizations.

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest typically arises whenever a Covered Person has (directly or indirectly):

1. A direct or indirect interest (financial or otherwise) in a transaction, agreement or any other arrangement and in which the Organizations or any affiliate participates;
2. A compensation arrangement or other interest in a transaction with the Organizations;
3. A compensation arrangement or other interest in or affiliation with any entity or individual that: (i) sells goods or services to, or purchases goods or services from, the Organizations; (ii) competes with the Organizations; or (iii) the Organizations have, or are negotiating, or contemplating negotiating, any other transaction or arrangement with;
4. The ability to use his or her position, or confidential information or the assets of the Organizations, to his or her (or an affiliated party’s or relative’s) personal advantage or for an improper or illegal purpose;
5. Solicited or accepted any gift, including, but not limited to, gratuities, payments, or other consideration of any kind, loans (other than those from financial institutions) or other favors from, or on account of, any person or organization engaged in a business activity or seeking to engage in a business activity with the Organizations or any current or former participant in the Organizations’ programs, where such gift might create the appearance of influence on the Covered Person (other than gifts of nominal value, which are clearly tokens of respect and friendship unrelated to any particular transaction);
6. Acquired any property or other rights in which the Organizations have, or the Covered Person knows or has reason to believe at the time of acquisition that the Organizations are likely to have, an interest;

7. An opportunity related to the activities of the Organizations that is available to the Organizations or to the Covered Person, unless the Board has made an informed decision that the Organizations will not pursue that opportunity;
8. Been indebted to the Organizations, other than for amounts due for ordinary travel and expense advances; or
9. Any other circumstance that may, in fact or in appearance, make it difficult for the Covered Person to exercise independent, objective judgment or otherwise perform effectively and with the utmost good faith in all matters.

#### **IV. CONFLICT OF INTEREST DISCLOSURE AND QUESTIONNAIRE**

All material facts related to conflicts of interest (including the nature of your interest and information about any proposed transaction or other arrangement) are required to be disclosed in good faith and in writing to the Nominating, Governance & Compensation Committee at [conflicts@911memorial.org](mailto:conflicts@911memorial.org). Disclosures should be made in advance, before any action is taken on the matter. Conflict identification and analysis can be difficult and, therefore, you are at all times expected to err on the side of caution and disclose all instances where a conflict of interest or the appearance of a conflict exists, even if you do not believe that there is an actual conflict.

Each current director, officer and key employee of the Organizations, as well as nominees for election as director (prior to his or her initial election), must submit to the Secretary of the Organizations at least once per year (and updated as appropriate) a questionnaire substantially in the form of the Appendix to this Policy. The Secretary of the Organizations shall provide copies of all completed statements to the Chair of the Nominating, Governance & Compensation Committee.

#### **V. REVIEW AND APPROVAL**

The Nominating, Governance & Compensation Committee will review all conflicts of interest and determine whether to approve or ratify any such matters. The Nominating, Governance & Compensation Committee may only approve the underlying matter if it determines that such matter, under the terms and within the circumstances and conditions presented, is fair, reasonable, and in the best interests of the Organizations. In making its determination, the Nominating, Governance & Compensation Committee will consider, without limitation:

1. Alternative transactions to the extent available;
2. The Organizations' mission and resources;
3. The possibility of creating an appearance of impropriety that might impair the confidence in, or the reputation of, the Organizations (even if there is no actual conflict or wrongdoing); and
4. Whether the conflict may result in any private inurement, excess benefit transaction or impermissible private benefit under laws applicable to tax-exempt organizations.

The approval of any matter that is the subject of this Policy shall require the approval of at least a majority of the members of the Nominating, Governance & Compensation Committee present and voting at the meeting.

Persons with an interest in any matter under review by the Nominating, Governance & Compensation Committee are not permitted to be present at or participate in any deliberations or voting by the Nominating, Governance & Compensation Committee with respect to the matter giving rise to the potential conflict, and must not attempt to influence improperly the deliberation or voting on such matter. In appropriate circumstances, any such person may be called upon to provide information relevant to the determination prior to the commencement of deliberations or voting related thereto.

In the event the Organizations and/or a Covered Person in error enters into or otherwise participates in a conflict of interest transaction that requires pre-approval by the Nominating, Governance & Compensation Committee pursuant to this Policy, such transaction shall promptly upon discovery of such error be presented to the Nominating, Governance & Compensation Committee for its review and the Nominating, Governance & Compensation Committee shall consider, if appropriate, whether to (i) ratify such transaction, (ii) direct the rescission or modification of the transaction, (iii) take any disciplinary action, and/or (iv) make changes to the Organizations' controls and procedures in connection with such error.

## **VI. RECORDS**

The minutes of the Nominating, Governance & Compensation Committee meeting during which a potential or actual conflict of interest is disclosed or discussed shall be documented contemporaneously with the meeting and reflect the name of the interested Covered Person, the nature of the conflict, and details of the deliberations of the disinterested directors (such as documents reviewed, any alternatives considered, comparative costs or bids, market value information and other factors considered in deliberations) and the resolution of the conflict including any ongoing procedures to manage any conflict that was approved. The interested person shall only be informed of the final decision and not of particular directors' positions or how they voted. In addition, certain related party transactions are required to be disclosed in the notes to the Organizations' audited financial statements and its annual federal tax filing on Form 990.

## **VII. COMPLIANCE**

If the Nominating, Governance & Compensation Committee has reasonable cause to believe that a Covered Person has failed to comply with this Policy, it may make such further investigation as may be warranted in the circumstances and if it determines that a Covered Person has failed to comply with this Policy, it shall take appropriate action which may include removal of the Covered Person from office or termination of employment.

## **VIII. POLICY ADOPTION AND OVERSIGHT**

The Nominating, Governance & Compensation Committee is responsible for providing oversight of the adoption and implementation of, and compliance with this Policy. Only directors satisfying the definition of "independence" pursuant to applicable law are permitted to participate in any deliberations or vote on matters relating to this Policy. An "independent director" is defined to mean a member of the Board who:

1. Is not and has not been within the last three years, an employee of the Organizations or an affiliate of the Organizations, and does not have a relative who is, or has been within the last three years, a key employee of the Organizations or an affiliate of the Organizations;

2. Has not received and does not have a relative who has received, in any of the last three fiscal years, more than \$10,000 in direct compensation from the Organizations or an affiliate of the Organizations (not including reasonable compensation or reimbursement for services as a director); and
3. Is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to or received payments from, the Organizations or an affiliate of the Organizations for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of: (a) \$25,000 or (b) 2% of such entity's consolidated gross revenue (which payments do not include charitable contributions).

This Conflict of Interest and Related Party Transaction Policy was adopted by the Board of Directors of the 9/11 Memorial and the Board of Trustees of the Museum on August 7, 2014. Upon the merger of the 9/11 Memorial with and into the Museum, with the Museum being the surviving entity, this policy shall become, without further action by the Board of Trustees, solely the policy of the Museum.