

Conflict of Interest Policy

This Conflict of Interest Policy applies to all directors, officers, employees, volunteers and others who act on behalf of The Leukemia & Lymphoma Society and its affiliates, including without limitation, members of the Board of Directors and the boards of chapters of LLS (collectively “LLS representatives”). This Policy sets forth general guidelines for personal and professional conduct of all LLS representatives and reflects the high ethical standards under which LLS operates. The Board of Directors of LLS has adopted this Policy to ensure that the affairs of LLS will be continuously conducted in a manner that merits the trust and confidence of our donors, patients and their families and befits the important causes we serve.

Section 1. Purpose

It is the goal of this Policy that all LLS representatives conduct themselves with the highest level of integrity and use their best efforts to avoid pursuing any business interest in conflict with LLS’S interests or pursuing any activity that interferes with their ability to carry out their duties and responsibilities to LLS.

Section 2. Definitions

Conflicts of Interest

A “conflict of interest” arises when a LLS representative becomes involved, at any level, in a business transaction that could be viewed as a conflict between the LLS representative’s personal interests and those of LLS or the LLS representative’s role as a director, officer, employee or volunteer of LLS. A conflict of interest also arises when a LLS representative becomes involved in or pursues any activity that interferes with the LLS representative’s ability to carry out his or her duties and responsibilities to LLS.

LLS representatives must avoid any relationship or activity that might impair or even *appear to impair* their ability to make objective and fair decisions when performing their roles. LLS representatives must use the resources, property, and funds under the representative’s control judiciously and in the best interests of LLS. LLS representatives shall exercise good faith in all transactions, and shall not use LLS assets or resources, or knowledge gained as a result of their positions with LLS, for their personal benefit or for the private pecuniary benefit of any other person or organization. The interests of LLS must be first priority in all decisions and actions undertaken by LLS representatives in connection with LLS.

Related Party

A “related party” is any (i) director, officer, employee or volunteer of LLS, (ii) any relative, domestic partner or significant other, of any director, officer, employee or volunteer of LLS, or (iii) any entity in which any individual described in clauses (i) and (ii) of this paragraph has a thirty-five percent or

greater ownership or benefit interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

Related Party Transactions

A “related party transaction” means any transaction, agreement or any other arrangement in which a related party has a financial interest and in which LLS is a participant.

Section 3. Procedures For Disclosing A Conflict Of Interest Or Related Party Transaction

If an LLS representative or a related party thinks that he or she has or may appear to have an actual or potential conflict of interest or related-party transaction, the principal obligation of the LLS representative or the related party is DISCLOSURE. The conflict of interest or related party transaction should be immediately disclosed to the LLS Legal Department which will review it and if required, bring it to the attention of the Chair of the LLS Audit Committee and the LLS CFO. A disclosure form to be used for this purpose is attached as **APPENDIX 2** to this Policy. In addition, the LLS representative or the related party should remove himself or herself from exercising or influencing decision-making authority with respect to the particular matter. For all employees and volunteers (other than members of the Board of Directors), the Chair of the Audit Committee and LLS’s CFO will jointly determine whether a conflict of interest exists or whether a related party transaction must be avoided.

If a member of the Board of Directors thinks that he or she has or may appear to have an actual or potential conflict of interest involving a matter under consideration by the Board of Directors or any committee or task force thereof or of LLS, the member shall disclose the conflict of interest or potential conflict of interest and all facts related thereto to such Board, committee or task force (as the case may be) as well as providing the written disclosure required by the preceding paragraph. The Audit Committee shall then determine whether a conflict of interest exists. The involved member of the Board of Directors should not be present during the Audit Committee’s discussion of the matter under consideration, except that he or she may make a presentation and answer questions regarding the matter, but he or she shall leave prior to committee deliberations, final discussions and any vote by such Committee. The involved member of the Board of Directors shall not vote on the issue or attempt to exert his or her personal influence with respect to the matter giving rise to the actual or potential conflict.

A matter or transaction determined to involve an actual or potential conflict of interest is not necessarily forbidden provided that the preceding two paragraphs and the remainder of this paragraph are fully complied with. In order to fulfill their fiduciary duty, the Chair of the Audit Committee and the LLS CFO, or the Audit Committee, as applicable, and any involved board, committee or task force, shall determine whether any matter or transaction under consideration presenting an actual or potential conflict of interest is nonetheless in LLS’s best interest, whether it is fair and reasonable, and whether or not a transaction that would be more advantageous to LLS is reasonably attainable which would not give rise to an actual or potential conflict of interest or even the appearance of same. The minutes of any applicable meeting shall reflect the actual or potential conflict of interest and that the employee/volunteer having such actual or potential conflict of interest did not participate in the discussion, did not vote and was not counted for purposes of a quorum, and shall document the information relied upon and the basis for such decision.

LLS will not enter into any related party transaction unless the transaction is determined by the Board to be fair, reasonable and in LLS’s best interest at the time of such determination. With respect to any related party transaction involving LLS and in which a related party has a substantial financial

interest, the Board, or an authorized committee of the Board, will, prior to entering into the transaction, consider alternative transactions to the extent available, approve the transaction by not less than a majority vote of the directors or committee members present at the meeting and contemporaneously document in writing the basis for the Board or authorized committee's approval, including its consideration of any alternative transactions.

In addition, all LLS employees and members of the Board of Directors and the boards of chapters must annually complete the form attached as **APPENDIX 1**, which pledges compliance with this Policy and requires disclaimer or disclosure of any relationships or any receipt of gifts, compensation or other, similar offers, which might be considered an actual or potential conflict of interest.

Section 4. Gifts, Entertainment, Honoraria and Meals

The policy of LLS is to prevent solicitation or acceptance of gifts, awards, entertainment, meals, or other things of value in circumstances where there exists an appearance that a LLS representative's business judgment would be affected.

Gifts, awards, payments, services, investment opportunities, loans (except from a bank), discounts, and any other thing of more than "nominal value" provided by any individual or business which has or may have dealings with LLS should not be solicited or accepted by a LLS representative. Currently, "nominal value" shall be \$50 per each individual occurrence and \$100 per reporting year in aggregate. This amount will be reviewed by the Audit Committee annually.

Gifts do not include items that are generally available to a large group of individuals on an equal basis, such as perishable items (chocolates, fruit baskets or flowers) that are shared at the individual's work location.

Participation in customary business meals and entertainment is not a violation of this policy provided that it is appropriate to the business at hand, and the actual or prospective business partner or customer is present at the meal or event. Acceptance of unsolicited tickets or invitations where a business partner or prospective business partner or customer is not present is prohibited if the amount of the tickets/invitations exceed in total the \$50 limit.

LLS recognizes that due to the level of expertise and reputation of its directors, officers and employees, outside entities may award LLS representatives honoraria in connection with their official LLS role. Prior to participating in any activity for which an honorarium is offered, an LLS representative must obtain approval from the CFO. Please note, LLS will not approve an honorarium if the person, organization or company offering the honorarium for an activity in connection with the recipient's role at LLS is seeking or reasonably expected to seek contractual relations (i.e., to sell goods or services) with LLS or if the recipient is in a position to influence LLS's decision to enter such a contractual relation. Following approval of the honorarium, the LLS representative may use approved-LLS resources to prepare for and/or attend the activity. However, honoraria received in connection with an LLS representative's role at LLS must note the recipient's affiliation with LLS and must be accepted on behalf of both the recipient and LLS. An honorarium received in connection with an LLS representative's role at LLS should be remitted directly to LLS.

Section 5. External Activity

LLS encourages involvement in civic, philanthropic, business, political and professional activities. However, LLS representatives should be alert to outside activities which create, or have the appearance of creating, conflicting interests on the part of the LLS representative. Appointments to serve as an officer or director of a national voluntary health agency or organization that has an existing or prospective business or other relationship with LLS should be disclosed on the form attached as **APPENDIX 2** and in accordance with this Policy. The loyalty of all LLS representatives must remain at all times with LLS. LLS representatives should not engage in outside employment that might affect the objectivity and independence of their judgment or conduct in carrying out their duties and responsibilities to LLS. LLS representatives shall not engage in any outside employment that might conflict with scheduled hours, overtime hours (when required), or the proper performance of LLS functions.

Section 6. Vendor Contracts

Contracts with vendors and the hiring of others to provide goods and services to LLS should be awarded based solely on the pricing, service, capabilities, and value of the goods or services to LLS, exclusive of personal favoritism, nepotism or bias. Where feasible, on all substantial contracts, as determined by LLS management, bids should be obtained from three or more vendors. Should you have any questions regarding contract proposals or the process for awarding a bid you may contact the VP of Procurement at (914) 821-8264.

Section 7. Administration of This Conflict of Interest Policy

LLS Chairperson may appoint the Audit Committee to answer questions regarding ethics related to, and conflicts with, this Policy. The Audit Committee will review the disclosure form attached hereto, review this Policy annually in light of any issues that arise, ensure compliance with this Policy, and report directly to the Board of Directors, as appropriate.

Each LLS representative shall be provided a copy of this Policy at the time of appointment or employment, and annually thereafter. Each year, each LLS representative shall sign a written affirmation acknowledging that he or she has read, understood and agrees to comply with this Policy. This Policy shall remain in effect and be applicable to all LLS representatives at all times regardless of the annual acknowledgment and disclosure requirements.

Compliance with the Policy is a condition of employment for all employees. Failure to comply with this Policy constitutes grounds for disciplinary action, which may include dismissal.

Section 8. Annual Reporting

Prior to the initial election of any director, and annually thereafter, each director must complete, sign and submit to the Secretary of LLS a written statement identifying, to the best of the director's knowledge, any entity of which the director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which LLS has a relationship, and any transaction in which LLS is a participant and in which the director may have a conflicting interest. Each director must resubmit such a written statement to the Secretary of LLS annually. The Secretary of LLS must provide a copy of all completed statements to the Chair of the Audit Committee.

APPENDIX 1: ACKNOWLEDGMENT OF RECEIPT AND UNDERSTANDING OF CONFLICT OF INTEREST POLICY

I _____ have received, have read and understand The Leukemia & Lymphoma Society's Conflict of Interest Policy, and I agree to comply with it. If any situation should arise in the future which I think may involve me in a conflict of interest or potential conflict of interest or involve me as a related party to a related party transaction, I will promptly and fully, before any discussion or action is taken on the matter, disclose the circumstances to the persons with decision-making authority with respect to the matter, to the Chair of the Audit Committee and to LLS's CFO (as provided in the Policy).

CHECK ONE:

I do NOT HAVE a potential conflict to report.

I do HAVE a potential conflict to report.

APPENDIX 2: CONFLICT OF INTEREST DISCLOSURE

IF YOU HAVE A CONFLICT TO REPORT PLEASE COMPLETE THE FOLLOWING SECTION

Affirmative responses do not imply relationships or transactions are necessarily inappropriate.

If and where applicable, please always write "None".

1. Do you or a member of your family or your/their domestic partner or significant other have an ownership interest in, or serve as a director, officer, consultant or employee of, or have any compensation arrangement with any entity or individual who provides goods or services to LLS, receives goods, services, grants or other assistance from LLS, or has any other existing or potential dealings with LLS? Please explain.

If not included above, in each case provide these details:

Name and address of the other entity or individual:

Position held in such entity:

Description of such entity or individual and nature of activities:

Names of directors and officers of such entity:

Identify existing or potential relationships between such entity or individual and LLS or any of their respective affiliates:

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2. Did you or a member of your family or your/their domestic partner or significant other receive a gift, award, payment, fee, service, investment, loan, discount, gratuity, entertainment, or other thing of value, in excess of \$300, from an individual or business which has any current or known prospective relations or business dealings with LLS? Please describe the gift, award, etc., its approximate value, the recipient, from whom it was received and the date it was received.

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3. Please describe any other actual or potential conflict of interest involving yourself or any LLS representative of which you are aware:

4. Do you currently serve or in the next year will you be seeking to serve: (1) in an elected or appointed political, governmental or quasi-governmental position; or (2) as an officer or director of a national voluntary health agency or organization that has an existing or prospective business or other relationship with LLS? If so, please describe.

STATEMENT TO BE READ AND ACKNOWLEDGED BY PERSON SUBMITTING THIS ELECTRONIC FORM:

I have received, have read, understand and agree with The Leukemia & Lymphoma Society's (LLS) Conflict of Interest Policy and I agree to comply with it.

Signed: _____

Date Signed: _____