

**ACKNOWLEDGEMENT OF**  
**THE GEORGIA INSTITUTE ON AGING POLICY REGARDING ETHICS,**  
**CONFLICTS OF INTEREST AND CONFIDENTIAL INFORMATION**

The Board of Directors of the Georgia Institute on Aging (the “Institute”) provides that a copy of the referenced policy regarding conflicts of interest will be provided to employees, officers and directors annually and that an acknowledgement of this policy will be executed by each director annually.

In particular, every employee and director has a duty to avoid any activity, agreement, business investment or interest, or other situation which is in conflict with the Corporation’s best interests. A conflict of interest may exist when the interests or activities of any director, officer or employee may be seen as competing with the interests or activities of the Corporation, or a director, officer or employee derives a financial or other material gain as a result of a direct or indirect relationship.

Any director or officer must disclose any potential conflicts of interest to the Executive Committee and any employee who is not an officer must disclose any potential conflicts of interest to the Chair of the Board of Directors or his or her designee. When any potential conflict of interest relates to a matter under Board consideration or requiring Board approval, such conflict of interest shall be brought to the attention of the Board or the committee considering such matter and any director should refrain from voting on any matter in which they have a conflict.

Unless requested to remain present during the meeting, directors or officers should recuse themselves from any discussion or decision involving a potential conflict of interest affecting their personal, business or professional interests. However, directors, officers or employees will provide the Board or committee with any and all relevant information regarding the potential conflict of interest. If a significant conflict of interest exists and cannot be resolved, the director should resign.

All “Related Party Transactions” involve a potential conflict of interest and must be approved by the Executive Committee following disclosure and consideration of all relevant facts and circumstances, including whether similar or better terms and conditions would be available from non-related parties.

“Related Party Transactions” are transactions which involve a director or officer or employee if such person has a direct or indirect financial interest in, or receives any compensation or benefits as a result of a transaction between any individual or firm and the Corporation, including:

- (i) consulting, advisory or compensatory fees or other similar payments from the Corporation;

- (ii) payments for supplies, materials or property by the Corporation,
- (iii) an extension of credit or a personal loan from or to the Corporation; or
- (iv) a transaction which constitutes an excess benefit transaction (as defined by the Internal Revenue Service).

No director, officer or employee may: (a) take for himself or herself personally opportunities that are discovered through the use of Corporation property, information or position; (b) use Corporation property, information or position for personal gain; or (c) compete with the Corporation. Employees, officers and directors owe a duty to the Corporation to advance the Corporation's legitimate interest when the opportunity to do so arises.

All officers, directors and employees are expected to maintain the confidentiality of Corporation information in accordance with Corporation policy.

A copy of this policy will be provided to directors, officers and employees annually and directors and officers will be required to confirm their agreement to abide by these requirements and to provide information to identify actual or potential compliance issues.

**CONFIDENTIALITY AGREEMENT**

I acknowledge that, as a Board of Directors Member, I have access to information belonging to the Georgia Institute on Aging (the "Institute") which is not available to the general public, including, but not limited to, personal and financial information on current and prospective donors to the Institute; information regarding government contracts; and information protected by the attorney-client and attorney work product privilege (the "Confidential Information"). I further acknowledge that the Institute at all times is and will remain the owner of the Confidential Information, and I agree, as part of my duty of loyalty to the Institute, to preserve the confidentiality of all such Confidential Information only for legitimate Institute business purposes and consistent with the manner in which the Institute uses and protects such Confidential Information.

I certify that I have not used, and will not use, the Confidential Information for my own or any Related Person's benefit and that I have not disclosed, and will not disclose, the Confidential Information to any third party, including other charitable organizations, except for legitimate Institute purposes, or as otherwise required by law, without prior written consent of the Institute.

I HEREBY ACKNOWLEDGE THESE CONFLICT OF INTEREST NAD CONFIDENTIAL INFORMATION POLICIES AND AGREE TO COMPLY WITH THESE POLICIES. I AM NOT AWARE OF ANY VIOLATION OF SUCH POLICY OR I HAVE PROVIDED BELOW INFORMATION ABOUT ANY POTENTIAL COMPLIANCE ISSUES. IF I AM A DIRECTOR, I ALSO CERTIFY THAT I HAVE NO RELATIONSHIP THAT WOULD PRECLUDE ME FROM BEING CONSIDERED INDEPENDENT (AS DESCRIBED IN THE ATTACHMENT), EXCEPT AS DISCLOSED BELOW.

\_\_\_\_\_  
Name of Director/Officer

\_\_\_\_\_  
Date

DESCRIPTION OF ISSUES: \_\_\_\_\_  
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