

CORRECTIONS FOUNDATION, INC.

**CONFLICT-OF-INTEREST POLICY FOR
EXECUTIVE BOARD MEMBERS**

RESOLVED, that it is the basic policy of the Corrections Foundation, Inc. that all executive board members or members of any committee thereof or officers or employees of the Corrections Foundation (corporation) have a duty to be free from the influence of any conflicting interest when they act on behalf of the corporation or represent it in negotiations or advise others in the corporation with respect to dealing with third parties. They are expected to deal with suppliers, customers, contractors, and others having dealings with the corporation on the sole basis of what is in the best interest of the Corrections Foundation without favor or preference to third parties based on personal considerations. To this end the following rules shall be observed:

1. No member of the executive board or member of any committee thereof or officer or employee of the corporation shall accept from any person, directly or indirectly, whether by himself or herself or through his or her spouse or a member of his or her family or through any partner or business or professional associate, any gift, favor, service, employment or offer of employment or any other thing of value which he or she knows or has reason to believe is made or offered to him or her with the intent to influence him or her in the performance of his or her duties as a member of the executive board or member of any committee thereof or officer or employee of the corporation.
2. No member of the executive board or member of any committee thereof or officer or employee of the corporation who is a partner, officer, or employee of a partnership, firm, or corporation or who owns or controls more than 5 percent of the stock of such corporation, shall represent, appear for, or negotiate on behalf of the corporation in connection with the acquisition or sale by the corporation of any interest in real or tangible or intangible personal property to such partnership, firm, or corporation.
3. No member of the executive board or member of any committee thereof shall participate by discussion, voting, or by any other action taken by the executive board, or any committee thereof, in the enactment of or defeat of a motion which relates to any transaction with any party referred to in paragraph 2 above. In case any such matter is discussed at any meeting where any executive board or committee member who has such an interest is present, he or she shall promptly disclose his or her interest in the matter to be voted on to the chairman of the meeting. He or she shall not vote on the matter and at the discretion of the disinterested members present may be required to leave the meeting during the discussion and the voting on the matter.

Adopted June 24, 2009