

**Rust Foundation**  
**Conflict of Interest Policy and Disclosure Form**

Members of the Board of Directors of the Rust Foundation (“Foundation”), officers, and key employees each have an affirmative obligation to act at all times in the best interests of Foundation. This policy serves to define the term “conflict of interest,” to assist members of the Board, officers, and key employees in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of Foundation whenever possible. (Collectively, this policy will refer to directors, officers, and key employees as “Covered Officials.”)

*Fiduciary duty.* Each Covered Official has a fiduciary duty to conduct themselves without conflict to the interests of the Foundation. When acting within their capacity as a Covered Official, they must subordinate personal, business, third-party, and other interests to the welfare and best interests of the Foundation.

*Conflict of interest defined.* A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Covered Official’s obligations to Foundation and their personal, business, or other interests.

*Disclosure.* The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to Foundation. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered Official shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.

*Process and remedy.* The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of the Foundation. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in such determination. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board or other Foundation body.

*Delegation.* The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to a committee. Only disinterested members of the committee may participate in any such review. The committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

*Annual disclosure process.* On an annual basis, each member of the Board of Directors shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form below.

**RUST FOUNDATION**  
**Annual Statement of Disclosure**

I, the undersigned, have read the Conflict of Interest Policy (“Policy”) of the Rust Foundation (“Foundation”) and acknowledge that the Policy applies to me as a Covered Official, as defined in the Policy.

To the best of my knowledge and belief:

- neither I nor any person or organization with whom I have a personal or business relationship is engaged in any transaction or activity that may represent a conflict with my obligations to the Foundation.
- neither I nor any person or organization with whom I have a personal or business relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a conflict with my obligations to the Foundation.
- I do not expect to receive compensation from the Foundation, or to receive in excess of \$10,000 annually from the Foundation for services I provide to the Foundation as an independent contractor, other than reimbursement of reasonable expenses.
- no member of my family expects to receive any compensation or material financial benefit from the Foundation.
- I have no family relationship or business relationship with any current member of the Board of Directors, any officer, or any key employee of the Foundation.

Any exception to the statements made herein are disclosed in full as follows:

Signature \_\_\_\_\_

Date:

Name: