CaringMatters, Inc.
Conflict of Interest Policy – Approved on 3/28/26

I. Application and Purpose of Policy

This policy applies to all members of the Board of Directors (the "Board"), Officers, staff and certain volunteers of CaringMatters, Inc ("CMI"). A volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial or other resources of CMI. Persons covered under this policy are hereinafter referred to individually as an "Interested Party" or collectively as "Interested Parties". For the purpose of this policy a "relative" of an Interested Party includes a spouse, parent, sibling or child of an Interested Party. For the purpose of this policy a "business associate" of an Interested Party includes any person who is a director, officer, partner, significant donor or lender of an entity of any organization that could potentially influence the Interested Party's objectivity or loyalty to CMI.

The purpose of this policy is to protect the integrity of CMI's decision-making process, to enable its stakeholders to have confidence in its integrity, and to protect the integrity and reputation of CMI.

II. Conflict of Interest

A conflict of interest may exist when the interests or concerns of an Interested Party may be seen as competing with the interests or concerns of CMI. There are a variety of situations which raise conflict of interest concerns including, but not limited to, the following:

- CMI contracts to purchase or lease goods, services, or property from an Interested Party or a relative or a business associate of an Interested Party;
- CMI purchases an ownership interest in or invests in a business entity owned by an Interested Party or by a relative or business associate of an Interested Party;

- CMI offers employment to an Interested Party or a relative or business associate of an Interested Party, other than a person who is already employed by CMI;
- An Interested Party or relative or business associate of an Interested Party is provided with a gift, gratuity, or favor of a substantial nature from a person or entity which does business or seeks to do business with CMI; or
- An Interested Party or a relative or business associate of an Interested Party is also a member of the Board of Directors, or an Officer, or partner, or significant donor, or lender of another organization that may result in (i) a conflict of interest between the Interested Party and the best interests of such other organization, and/or (ii) a conflict of interest between the best interests of CMI and such other organization of which such Interested Party is affiliated (ie: competition for same grant funding).

Other Interests - A conflict may also exist where an Interested Party, or a relative or business associate of an Interested Party obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with CMI, or where his/her duty or responsibility owed to CMI conflicts with a duty or responsibility owed to another organization. Examples include when:

- An Interested Party seeks to obtain preferential treatment from CMI for her/himself or relative or business associate;
- An Interested Party seeks to make use of confidential information obtained from CMI for his/her benefit or for the benefit of a relative, business associate, or other organization; or
- An Interested Party seeks to take advantage of an opportunity or enable a relative, business associate or other organization to take advantage of an opportunity which he/she has reason to believe would be of interest to CMI.

III. Disclosures of Actual or Potential Conflicts of Interest

An Interested Party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known or reasonably should be known.

An Interested Person shall complete an Annual Affirmation of Compliance and Disclosure Statement, in the form attached as Appendix A, (the "Disclosure Statement") to fully and completely disclose the material facts about any actual or potential conflicts of interest. The Disclosure Statement shall be completed upon his/her association with CMI, and shall be updated annually. An additional Disclosure Statement shall be filed at such time as an actual or potential conflict arises.

For Board Members, the Disclosure Statements shall be delivered to the Secretary of CMI. In the case of staff or volunteers with significant decision making authority, the Disclosure Statements shall be delivered to the Chief Executive Officer of CMI who, shall, in turn, deliver them to the Secretary. The Chief Executive Officer's Disclosure Statement shall be delivered to the Chairman of the Board who, in turn, shall deliver the same to the Secretary.

The Secretary shall file and maintain all Disclosure Statements with the official corporate records of CMI.

Whenever there is a reason to believe that an actual or potential conflict of interest exists between CMI and an Interested Party, the Board shall determine the appropriate response and course of action, including, but not limited to, the procedures described in Section IV below.

IV. Procedures for Addressing Conflicts of Interest

Where an actual or potential conflict exists between the interests of CMI and an Interested Party, with respect to a proposed action or transaction, CMI shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the Board of CMI. The following procedures shall apply:

- An Interested Party who has an actual or potential conflict of interest with respect to a proposed action or transaction of CMI shall not participate in, or be present during, the deliberations and decision making of CMI with respect to such action or transaction. The Interested Party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction.

- The disinterested members of the Board may approve the proposed action or transaction upon finding that it is in the best interests of CMI. The Board shall consider whether the terms of the proposed transaction are fair and reasonable to CMI and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with an entity that is not an Interested Party.
- Approval by the disinterested members of the Board shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An Interested Party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of directors in attendance.
- The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the Interested Party.

V. Violations of Conflict of Interest Policy

If the Board has reason to believe that an Interested Party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the Interested Party and making such further investigation as may be warranted in the circumstances, the Board determines that the Interested Party has in fact failed to disclose an actual or potential conflict of interest, it shall take, and the minutes shall reflect, such disciplinary and corrective action as the Board shall deem appropriate under the circumstances.

This policy is meant to supplement good judgment, and all Interested Parties should respect its spirit as well as its wording.

Appendix A
CaringMatters, Inc. (CMI)
Conflict of Interest Policy
Annual Affirmation of Compliance
And Disclosure Statement

I have received, carefully read and fully understand the Conflict of Interest Policy of CMI and have considered not only the literal expression of the policy but also its intent. By signing this Affirmation of Compliance, I hereby affirm that I understand and agree to fully comply with the Conflict of Interest Policy. I understand that CMI is a charitable organization and in order to maintain its federal exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Except as otherwise indicated in the Disclosure Statement and any attachments, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of CMI, nor does any relative or business associate of mine have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Chairman of the Board, the Secretary, or the Chief Executive Officer, as may be applicable.

I further certify that the information set forth in the Disclosure Statement and any attachments is true and correct to the best of my knowledge, information, and belief.

Name (Please print):____

Signature:____
Date:____

Disclosure Statement

Please complete the questionnaire below indicating any actual or potential conflicts of interest. In answering these questions, please refer to any current relationship or transaction, or any which have taken place in the last twelve months. If you answer "yes" to any question, please provide a written description of the details of the specific action or transaction in the space allowed. Attach additional sheets as needed.

Financial Interests - A conflict of Interest may exist where an Interested Party or a relative or business associate of an Interested Party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by CMI.

Has CMI contracted to purchase or lease goods, services or property from you or from any of your relatives or business associates? Yes/No

If yes, please describe:

Has CMI purchased an ownership interest in or invested in a business entity owned by you or owned by any of your relatives or business associates? Yes/No

If yes, please describe:

Has CMI offered employment to you or to any of your relatives or business associates other than a person who was already employed at the time of your affiliation? Yes/No

If yes, please describe:

Have you or have any of your relatives or business associates been provided with a gift, gratuity, or favor of a substantial nature from a person or entity which does business or seeks to do business with CMI? Yes/No

If yes, please describe:

Please provide the names of all other organizations that you are currently involved and/or affiliated with, and describe the nature, extent and capacity (board member, officer, partner, significant donor or lender) of such participation.

Other Interests - A conflict of interest may also exist where an Interested Party or a relative or business associate of an Interested Party obtains a non-financial benefit or advantage that he/she would not have obtained absent his/her relationship with CMI, or where his/her duty or responsibility owed to CMI conflicts with a duty or responsibility owed to some other organization.

Did you obtain preferential treatment from, by or through your affiliation of CMI for yourself or for any of your relatives or business associates? Yes/No

If yes, please describe:

Did you make use of confidential information obtained from CMI for your own benefit or for the benefit of a relative, business associate, or other organization? Yes/No

If yes, please describe:

Did you take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which you had reason to believe would be of interest to CMI? Yes/No

If yes, please describe: