CONFLICT OF INTEREST POLICY FOR

FOUNDATION FOR JOY

Approved by the Board of Directors: August 31, 2026
Effective Date: September 1, 2026

1. Purpose

Foundation for Joy ("Foundation") is committed to conducting its charitable activities with integrity, transparency, independent judgment, and responsible stewardship of the resources entrusted to it.

The Board of Directors of the Foundation (the "Board"), officers, employees, founders, volunteers, contractors, and others acting on behalf of the Foundation may have personal, professional, financial, family, organizational, or other relationships that overlap with the Foundation's activities. They should be disclosed and appropriately managed whenever they could influence or reasonably appear to influence a person's judgment or decision-making on behalf of the Foundation.

The purpose of this Conflict of Interest Policy (the "Policy") is to:

- Identify actual, potential, and perceived conflicts of interest;
- Require timely and appropriate disclosure;
- Ensure that decisions involving conflicts are made by disinterested individuals acting in the Foundation's best interests;
- Protect the Foundation's charitable assets and reputation;
- Prevent improper private benefit, private inurement, or excess benefit transactions (as those terms are defined in the Internal Revenue Code); and
- Provide clear procedures for documenting and managing conflicts.

This Policy is intended to supplement, and not replace, applicable federal and state laws governing conflicts of interest and charitable organizations.

2. Persons Covered by This Policy

A "Covered Person" includes:

- Every director and officer of the Foundation;
- Any individual who founded or co-founded the Foundation (each a "Founder") and any other person with substantial influence over the Foundation;

- The Executive Director and other key employees;
- Members of committees with authority delegated by the Board;
- Any employee, contractor, consultant, or volunteer authorized to recommend, approve, administer, or oversee material contracts, grants, charitable transfers, partner relationships, compensation arrangements, or expenditures; and
- Any other individual designated by the Board as subject to this Policy.

Each Covered Person is subject to the disclosure requirements contained in this Policy.

A Covered Person becomes an "Interested Person" with respect to a particular matter when that person has an actual, potential, or perceived conflict of interest concerning that matter.

3. Definitions

A. Financial Interest

A person has a "Financial Interest" when the person, directly or indirectly through a Family Member, Related Party, or other arrangement:

- Has an ownership or investment interest in an entity involved in a Transaction or Arrangement with the Foundation;
- Receives or may receive compensation, consulting fees, contractor payments, commissions, gifts, economic benefits, or other remuneration from the Foundation or from an entity involved in a Foundation matter;
- Has a potential ownership, compensation, employment, investment, or Financial Interest that could be affected by a Foundation decision; or
- Otherwise may financially benefit from a decision the person is in a position to influence.

A Financial Interest does not automatically constitute a conflict of interest. Whether a conflict of interest exists will be determined by the disinterested members of the Board in accordance with the procedures set forth in this Policy.

B. Family Member

For purposes of this Policy, "Family Member" includes a spouse or domestic partner; parent or ancestor; sibling; child; grandchild; great-grandchild; the spouse or domestic partner of a sibling, child, grandchild, or great-grandchild; and any person sharing the Covered Person's household.

C. Close Personal or Romantic Relationship

A "Close Personal Relationship" any current or former dating, romantic, or intimate relationship, domestic partnership, or other close personal relationship that could reasonably affect or appear to affect a Covered Person's independent judgment on behalf of the Foundation.

Disclosure is required when a person with whom the Covered Person has a Close Personal Relationship receives, seeks, or is being considered for compensation, employment, a contract, grant, or another material economic benefit from the Foundation. Disclosure is also required when the Covered Person may participate in any Foundation decision that could materially affect that person.

D. Related Party

A "Related Party" means:

- A Covered Person;
- A Family Member of a Covered Person;
- A person with whom the Covered Person has a Close Personal Relationship when the relationship is relevant to a Foundation matter; or
- An entity in which any such person has a material ownership, investment, employment, compensation, governance, management, or other Financial Interest.

E. Affiliated Organization

An "Affiliated Organization" means any nonprofit, charitable partner, for-profit entity, fiscal sponsor, service organization, vendor, grantee, consultant, or other organization with which a Covered Person has a significant connection, including service as a:

- Director;
- Officer;
- Employee;
- Contractor;
- Consultant;
- Advisor;
- Founder;
- Significant donor; or
- Person with substantial influence.

F. Transaction or Arrangement

A "Transaction" or "Arrangement" includes any proposed or continuing:

- Contract;
- Grant or charitable transfer;
- International funding arrangement;
- Program or partner agreement;
- Shared-services arrangement;
- Employment relationship;
- Contractor or consulting agreement;
- Compensation arrangement;

- Reimbursement;
- Fundraising agreement;
- Vendor relationship;
- Donor-restricted-fund decision;
- Investment or custody decision;
- Use of Foundation property or assets;
- Travel or program benefit; or
- Other material financial, charitable, operational, or governance matter involving the Foundation.

4. Duty to Disclose

Each Covered Person has an affirmative duty to disclose promptly and fully any actual or potential conflict of interest.

Disclosure should include all material facts reasonably necessary for the Foundation to evaluate the matter.

Covered Persons must disclose any Financial Interest, Family Member relationship, Close Personal Relationship, relationship with an Affiliated Organization, or other circumstance that could reasonably affect—or appear to affect—the Covered Person's independent judgment on behalf of the Foundation, including but not limited to circumstances in which:

- The Covered Person or a Related Party could receive an economic benefit from a Foundation decision;
- A Family Member or person with whom the Covered Person has a Close Personal Relationship is employed, contracted, compensated, or being considered for compensation by the Foundation;
- The Covered Person has a material relationship with a vendor, consultant, grantee, partner, or other organization involved in a Foundation decision;
- The Covered Person serves in a leadership, employment, advisory, fundraising, or governance capacity with an organization receiving or seeking Foundation funds;
- The Covered Person's personal or organizational loyalties could reasonably be divided; or;
- The Covered Person has received a material gift, favor, travel opportunity, hospitality, or other benefit from a person or organization seeking or maintaining a relationship with the Foundation.

When in doubt, disclose. Disclosure itself does not mean wrongdoing has occurred or that a conflict necessarily exists. Its purpose is to allow disinterested decision-makers to assess the situation.

5. Romantic or Dating Relationships

Because personal relationships can create significant actual or perceived conflicts when compensation or organizational resources are involved, the following procedures apply.

If a director, officer, Founder, key employee, or other Covered Person is dating, romantically involved with, or has another relevant Close Personal Relationship with an individual who:

- Is employed by the Foundation;
- Works as a consultant or independent contractor for the Foundation;
- Is being considered for employment or contract work;
- Receives or may receive compensation, reimbursement, grants, travel benefits, or another material economic benefit from the Foundation; or
- Owns or controls an entity receiving or seeking Foundation funds,

the Covered Person must promptly disclose the relationship to the Board Chair, Board Secretary, or another appropriate disinterested director.

The Covered Person may not:

- Participate in selecting or hiring that individual;
- Negotiate or recommend the person's compensation;
- Approve invoices, reimbursements, payments, or changes in scope;
- Participate in evaluations or renewal decisions relating to that person's work;
- Vote on the arrangement;
- Attempt to influence other decision-makers concerning the arrangement; or
- Directly supervise the individual where doing so would compromise appropriate oversight, unless the disinterested Board determines that an alternative structure is impracticable and establishes specific safeguards.

Disinterested Board Review

Any employment, consulting, contractor, or compensation arrangement involving such a relationship must be reviewed and approved by disinterested directors.

The disinterested directors should determine that:

1. The services are genuinely needed by the Foundation;
2. The individual is appropriately qualified;
3. The selection process was fair and reasonable under the circumstances;
4. Compensation is reasonable for the services being provided;
5. The arrangement is in the best interests of the Foundation rather than primarily benefiting the Covered Person or related individual;
6. Appropriate oversight and payment controls are established; and
7. The arrangement will be reviewed periodically if it continues.

The existence of a dating or romantic relationship does not by itself prohibit the Foundation from engaging the individual. It does, however, create a relationship requiring disclosure and

independent management whenever Foundation compensation or material organizational decisions are involved.

6. Organizational Affiliations and Divided Loyalties

A Covered Person must disclose any material governance, employment, advisory, fundraising, donor, family, personal, or other relationship with an organization that:

- Receives or seeks Foundation funding;
- Is a program or charitable partner;
- Provides services to the Foundation;
- Is entering into an agreement with the Foundation;
- Participates in Foundation-supported programming; or
- Could otherwise benefit materially from a Foundation decision.

The Board or authorized committee may determine that:

- No conflict exists;
- Disclosure in the record is sufficient;
- The Covered Person may participate in discussion but not vote;
- Full recusal is required;
- Independent review or comparable proposals are appropriate; or
- The transaction should not proceed.

7. Determining Whether a Conflict Exists

After disclosure of the material facts, the Interested Person may provide factual information or answer questions requested by the Board or committee.

The Interested Person must then leave the meeting during deliberation and voting concerning whether a conflict exists and, if appropriate, whether the underlying Transaction or Arrangement should be approved.

The disinterested directors will determine whether an actual conflict exists. The Interested Person shall not vote on that determination.

8. Procedures for Addressing a Conflict

When an actual conflict exists:

A. Recusal

The Interested Person shall:

- Not vote on the matter;

- Not participate in deliberations except to provide requested factual information;
- Leave the meeting during deliberation and voting when requested; and
- Not attempt to influence the decision outside the meeting.

B. Evaluation

The disinterested directors should consider, as appropriate:

- Whether the Transaction or Arrangement serves the Foundation's charitable mission;
- Whether an equivalent or more advantageous arrangement is reasonably available from an unrelated person or entity;
- Whether the terms are fair and reasonable to the Foundation;
- Whether compensation or financial benefits are reasonable;
- Whether the arrangement presents safeguarding, reputational, donor, legal, or governance concerns; and
- Whether additional safeguards are necessary.

C. Approval

An actual conflicting-interest transaction may be approved only by the affirmative vote of the required disinterested directors under applicable law and the Foundation's governing documents.

9. Compensation and Other Economic Benefits

A Covered Person who receives or may receive compensation, contractual payments, non-routine reimbursement, or another economic benefit from the Foundation may provide factual information if requested but shall not participate in deliberation or voting concerning that person's own arrangement.

The same rule applies when the proposed recipient is a Related Party of the Covered Person or an Affiliated Organization in circumstances where the Covered Person's independent judgment could be affected.

Compensation and material economic arrangements involving Covered Persons or Related Parties shall be approved only by disinterested directors.

When appropriate, the Board should consider comparable compensation or market information and contemporaneously document the basis for determining that compensation or other economic benefits are reasonable.

No Covered Person may approve their own compensation.

10. Grants, Partners and International Relationships

A Covered Person must disclose any personal, professional, governance, compensation, donor, family, or other material connection to:

- A current or prospective Foundation grantee;
- An international charitable partner;
- A children's home or program receiving Foundation support;
- An organization administering Foundation resources;
- A partner involved in donor engagement or fundraising;
- An organization providing shared services; or
- Any other organization receiving or seeking a material benefit from the Foundation.

Where a conflict exists, the Interested Person shall not determine:

- Whether funding is awarded;
- The amount of funding;
- Grant or agreement terms;
- Whether a grant or partnership is renewed;
- Whether performance is satisfactory; or
- How a material compliance concern involving that organization should be resolved.

Such decisions shall be made by appropriate disinterested decision-makers.

11. Gifts, Travel and Other Benefits

Covered Persons may not accept gifts, travel, hospitality, favors, or other benefits when acceptance could reasonably be expected to influence—or appear to influence—their Foundation responsibilities.

Nominal or customary gifts may be accepted when appropriate.

Material gifts, sponsored travel, significant hospitality, or other benefits offered by a Foundation vendor, grantee, donor, partner, or prospective contractor should be disclosed before acceptance whenever reasonably practicable.

12. Prohibition on Loans

The Foundation shall not make any loan, directly or indirectly, to any person or entity prohibited under applicable Utah law.

13. Records of Proceedings

The minutes of the Board or appropriate committee shall document:

- The name of the person who disclosed the actual, potential, or perceived conflict;
- The nature and material facts of the disclosed relationship;

- Whether the Board determined that a conflict existed;
- The Interested Person's recusal;
- Any alternatives or comparable information considered;
- The basis for determining that the transaction was fair, reasonable, and in the Foundation's best interests;
- Any safeguards imposed;
- The names of directors or committee members participating in deliberation and voting; and
- The final vote.

For compensation arrangements, the minutes should also document the information relied upon in determining that compensation was reasonable when appropriate.

14. Continuing Duty to Update

Annual disclosure does not replace the obligation to disclose conflicts as they arise.

Every Covered Person has a continuing duty to promptly disclose:

- A new actual or potential conflict;
- A new Financial Interest;
- A new Family or Related-Party relationship relevant to Foundation business;
- A new Close Personal Relationship relevant to a Foundation compensation or decision-making matter;
- A new organizational affiliation;
- A material change in a previously disclosed relationship; or
- Another circumstance that could reasonably affect independent judgment.

15. Annual Disclosure Statement

Each Covered Person designated by the Board shall complete and sign an annual Conflict of Interest Disclosure Statement, substantially in the form attached as Exhibit A.

Each person will affirm that they:

- Have received a copy of this Policy;
- Have read and understand it;
- Agree to comply with it;
- Understand that the Foundation is a charitable organization whose resources must primarily further its exempt purposes; and
- Have fully disclosed the relationships and interests requested.

16. Annual Review of Ongoing Related-Party Arrangements

At least annually, the Board or an authorized committee should review any material continuing:

- Related-party transaction;
- Insider compensation arrangement;
- Contractor relationship involving a Covered Person or Related Party;
- Shared-services agreement;
- Arrangement involving a Close Personal Relationship;
- Agreement with an Affiliated Organization; or
- Other material conflict-managed relationship.

The review should determine whether the arrangement:

- Continues to serve Foundation needs;
- Remains fair and reasonable;
- Remains appropriately priced;
- Has been performed satisfactorily;
- Continues to have adequate safeguards and oversight; and
- Should be renewed, modified, competitively reviewed, or discontinued.

17. Violations of the Policy

If the Board has reasonable cause to believe that a Covered Person failed to disclose an actual, potential, or perceived conflict, it shall inform the individual of the basis for that belief and provide an opportunity to explain.

If, after hearing the Covered Person's response and making any further investigation warranted by the circumstances, the Board determines that the Covered Person failed to disclose a conflict or violated required safeguards, it may take appropriate disciplinary or corrective action, including:

- Additional documentation or oversight;
- Removal from the affected decision;
- Modification or termination of the Transaction or Arrangement;
- Removal from a committee or role when permitted;
- Employment or contractor action;
- Referral to legal counsel; or
- Other action permitted by law or the Foundation's governing documents.

18. Use of Outside Advisors

The Board may, but need not, retain legal counsel, accountants, compensation advisors, valuation professionals, independent investigators, or other advisors when appropriate.

Use of an outside advisor does not relieve the Board of its responsibility to exercise independent judgment.

19. Confidentiality

The Foundation shall maintain the confidentiality of disclosures made under this Policy to the extent consistent with the Board's oversight responsibilities and applicable law. Directors, officers, employees, and other Covered Persons shall not use or disclose confidential information obtained through the disclosure process except as necessary to fulfill their duties under this Policy.

EXHIBIT A

Annual Conflict of Interest Disclosure Statement

Name: _____
Position/Role: _____
Year: _____

Part I: Questionnaire

Please disclose the following information concerning yourself and, where applicable, Family Members, Related Parties, Close Personal Relationships, and Affiliated Organizations.

Disclosure does not necessarily mean that a conflict exists. The purpose of this questionnaire is to allow Foundation for Joy ("FFJ") to determine whether a conflict exists and whether safeguards are appropriate.

Capitalized terms used but not otherwise defined in this Annual Conflict of Interest Disclosure Statement have the meanings given to them in FFJ's Conflict of Interest Policy (the "Policy").

During the past year, or currently:

1. Foundation Compensation

Have you or a Related Party received or reasonably expect to receive compensation, consulting fees, contractor payments, non-routine reimbursements, or another material economic benefit from FFJ?

☐ No
☐ Yes — Please explain:

_____
_____
_____

2. Business or Financial Relationships

Do you or a Related Party have an ownership, employment, investment, consulting, governance, management, advisory, or compensation relationship with an entity that:

- Does business with FFJ;
- Receives FFJ funding;
- Seeks FFJ funding;
- Provides services to FFJ; or
- Is otherwise involved in a material FFJ Transaction or Arrangement?

☐ No
☐ Yes — Please explain:

_____
_____
_____

3. Partner and Affiliated Organizations

Do you serve as a director, officer, Founder, employee, contractor, consultant, advisor, significant donor, or other person with material influence over an FFJ partner, grantee, vendor, service provider, or related organization?

☐ No
☐ Yes — Please explain:

_____
_____
_____

4. Family or Close Personal Relationships

Does a Family Member or person with whom you have a relevant Close Personal Relationship:

- Work for FFJ;
- Provide paid services to FFJ;
- Seek employment or contract work with FFJ;
- Own or control a vendor or contractor doing business with FFJ; or
- Receive or seek another material financial or organizational benefit from FFJ?

☐ No
☐ Yes — Please explain:

_____
_____
_____

5. Gifts, Travel or Benefits

Have you or a Related Party accepted any material gift, favor, travel, hospitality, or other benefit from an individual or organization seeking or maintaining a relationship with FFJ?

☐ No
☐ Yes — Please explain:

_____

_____

_____

6. Other Potential Conflicts

Are you aware of any other personal, professional, family, romantic, financial, donor, or organizational relationship that could affect—or reasonably appear to affect—your independent judgment on behalf of FFJ?

☐ No

☐ Yes — Please explain:

_____

_____

_____

Part II: Certification & Acknowledgement

By signing below, I certify and acknowledge that:

- I have received, read, and understand the Policy and agree to comply with it;
- the information disclosed above is complete and accurate to the best of my knowledge;
- I understand that FFJ is a charitable organization and, to maintain its federal tax-exempt status, must primarily engage in activities that further one or more of its tax-exempt purposes;
- disclosure of a potential conflict does not necessarily mean that a conflict exists, and I have a continuing obligation to disclose relevant circumstances that arise after I sign this statement;
- I will recuse myself from matters as required under the Policy; and
- FFJ's Board of Directors or an authorized committee will determine whether a conflict exists and, if so, how the conflict should be addressed.

Signature: _____

Date: _____