

6.5 Conflict Of Interest Policy

6.5.1 Purpose. The purpose of this conflict of interest policy is to protect the interests of the GBS/CIDP Foundation International (“Foundation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

6.5.2 Definitions.

“Interested Person” means any director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below.

“Financial Interest” means, directly or indirectly, through business, investment, or family:

- an ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,

- a compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or

- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Paragraph 6.5.3., a person who has a financial interest may have a conflict of interest only if the Board of Directors or the appropriate committee decides that a conflict of interest exists.

6.5.3 Procedures.

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors and members of committees with powers delegated by the Board of Directors considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted

Conflict of Interest Policy and Whistleblower Policy

upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The President of the Board or chairman of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board of Directors or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Violations of the Conflicts of Interest Policy.

If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

6.6 Whistleblower Protection Policy

GBS-CIDP Foundation International requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the GBS-CIDP Foundation International, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Conflict of Interest Policy and Whistleblower Policy

6.6.1 Reporting Responsibility This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that GBS-CIDP Foundation International can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of GBS-CIDP Foundation International's code of ethics or suspected violations of law or regulations that govern GBS-CIDP Foundation International's operations.

6.6.2 Reporting Procedure GBS-CIDP Foundation International has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with the Executive Director. If you are not comfortable speaking with the Executive Director or you are not satisfied with the Executive Director's response, you are encouraged to speak with the President of the Board. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the President of the Board, who has the responsibility to investigate all reported complaints. Employees with concerns or complaints may also submit their concerns in writing directly to the Executive Director or the President of the Board.

The GBS-CIDP Foundation International's Executive Director is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Executive Director will advise the Board or Directors of all complaints and their resolution and will report at least annually to the Audit Committee on compliance activity relating to accounting or alleged financial improprieties.

6.6.3 Accounting and Auditing Matters the GBS-CIDP Foundation International's Executive Director shall immediately notify the Audit Committee/Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls, or auditing and work with the committee until the matter is resolved.

6.6.4 No Retaliation It is contrary to the values of GBS-CIDP Foundation for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of GBS-CIDP Foundation International or participates in an investigation of complaint.

An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

6.6.5 Good Faith Reporting Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove to

Conflict of Interest Policy and Whistleblower Policy

have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

6.6.6 Confidentiality Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

6.6.7 Handling of Reported Violations the GBS-CIDP Foundation International's Executive Director will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.