

**Conflict of Interest Policy of Millburn Soccer Club, Inc.
("MSC")**

Adopted by the Board of Directors on December 12, 2023

I. Overview

1. Purpose

The purpose of this Conflict of Interest and Compensation Policy (the "Policy") is to protect MSC's interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer or **key person**,¹ result in the payment of excessive compensation to a director, officer or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

2. Why is a policy necessary?

As a nonprofit, charitable organization, MSC is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers and employees have a duty to act in MSC's best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage MSC's reputation and expose both MSC and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest can undermine public support for MSC, so it is important for MSC to take proactive, transparent steps to avoid conflicts of interest.

3. To whom does the policy apply?

This policy applies to all directors, officers and key persons ("you").

¹ **Key person** means a person, other than a director or officer, whether or not an employee of MSC, who:

- a) has responsibilities, or exercises powers or influence over MSC as a whole similar to the responsibilities, powers, or influence of directors and officers;
- b) manages MSC, or a segment of MSC that represents a substantial portion of the activities, assets, income, or expenses of MSC; or
- c) alone or with others controls or determines a substantial portion of MSC's capital expenditures or operating budget.

II. Identifying Conflicts of Interest

1. What is a conflict of interest?

A potential conflict of interest arises when a director, officer or key person, or that person's **relative**² or business (a) stands to gain a financial benefit from an action MSC takes or a transaction into which MSC enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to MSC.

2. What are some examples of potential conflicts of interest?

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer or key person or that person's relative or business:

- has an ownership or investment interest in any third party that MSC deals with or is considering dealing with;
- serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that MSC deals with or is considering dealing with;
- receives or may receive compensation or other benefits in connection with a transaction into which MSC enters;
- receives or may receive personal gifts or loans from third parties dealing with MSC;
- serves on the board of directors of another nonprofit organization or business entity that is competing with MSC for a grant or contract, or otherwise;
- has a close personal or business relationship with a participant in a transaction being considered by MSC;
- would like to pursue a transaction being considered by MSC for their personal benefit.

3. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.

4. **A potential conflict is not necessarily a conflict of interest.** A person has a conflict of interest only if the Investigation Committee of MSC's Board of Directors decides, pursuant to Section IV of this policy, that a conflict of interest exists.

² **Relative** means a person's spouse or domestic partner, ancestors, brothers and sisters (whether blood-related, by marriage, or otherwise), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren and great-grandchildren.

III. Disclosing Potential Conflicts of Interest

1. You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. Submit a signed, written statement disclosing all the material facts to the Investigation Committee.
2. You must file an annual disclosure statement in the form attached to this policy. **If you are a director**, you must also file this statement prior to your installation or at the time of the adoption of this policy. Submit the form to the chair of the Investigation Committee.

IV. Determining Whether a Conflict of Interest Exists

1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the Investigation Committee shall determine whether there is a conflict of interest. The director, officer or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
2. In determining whether a conflict of interest exists, the Investigation Committee shall consider whether the potential conflict of interest would cause a transaction entered into by MSC to raise questions of bias, inappropriate use of MSC's assets, or any other impropriety.
3. A conflict always exists in the case of a **related party transaction** – a transaction, agreement or other arrangement in which a **related party**³ has a financial interest and in which MSC or any affiliate of MSC is a participant.⁴
4. If the Investigation Committee determines that there is a conflict of interest, it shall refer the matter to the Board of Directors ("Board").

³ A **related party** is:

1. a director, officer or key person of MSC or any affiliate of MSC, or
2. a relative of any individual described in (1), or
3. an entity in which any individual described in (1) or (2) has an ownership or beneficial interest of 35% or more, or in the case of a partnership or professional Corporation, a direct or indirect ownership interest in excess of 5%.

⁴ A transaction is not a related party transaction if:

1. the transaction, or the related party's financial interest in the transaction, is *de minimis*;
2. the transaction would not customarily be reviewed by the board or the boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms;
3. the transaction constitutes a benefit provided to a related party solely as a member of a class of the beneficiaries that MSC intends to benefit as part of the accomplishment of its mission (and that benefit is available to all similarly situated members of the same class on the same terms).

V. Procedures for Addressing a Conflict of Interest

1. When a matter involving a conflict of interest comes before the Board, the Board may seek information from the director, officer or key person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
2. **Additional Procedures for Addressing Related Party Transactions**
 - a. MSC may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer or key person, the Board or a committee authorized by the Board determines that the transaction is fair, reasonable and in MSC's best interest at the time of such determination.
 - b. If the related party has a substantial financial interest, the Board or authorized committee shall:
 - i. prior to entering into the transaction, consider alternative transactions to the extent available;
 - ii. approve the transaction by a vote of not less than a majority of the directors present at the meeting; and
 - iii. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

VI. Minutes and Documentation

The minutes of any Board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

- a. the name of the interested party and the nature of the interest;
- b. the decision as to whether the interest presented a conflict of interest;
- c. any alternatives to a proposed contract or transaction considered by the Board; and
- d. if the transaction was approved, the basis for the approval.

VII. Prohibited Acts

MSC shall not make a loan to any director or officer.

VIII. Procedures for Determining Compensation

1. No person shall be present for or participate in Board or committee discussion or vote pertaining to:

- a. their own compensation;
- b. the compensation of their relative;
- c. the compensation of any person who is in a position to direct or control them in an employment relationship;
- d. the compensation of any person who is in a position to directly affect their financial interests; or
- e. any other compensation decision from which the person stands to benefit.

2. In the case of compensation of Key Persons, the following additional procedures apply:

- a. The Board or a committee authorized by the Board shall approve compensation before it is paid.
- b. The Board or authorized committee shall base approval of compensation on appropriate data.
- c. The Board or authorized committee shall contemporaneously document:
 - i. the terms of compensation and date of determination;
 - ii. the members of the Board or committee who were present and those who voted for it;
 - iii. comparability data relied on and how it was obtained, if applicable;
 - iv. if the compensation is higher or lower than the range of comparable data, the basis for the determination, and;
 - v. any actions with respect to consideration of the compensation by anyone on the Board or committee who had a conflict of interest with respect to the matter.

Millburn Soccer Club, Inc.
Conflict of Interest Disclosure Statement

By signing below, I affirm that:

1. I have received and read a copy of the Conflict of Interest and Compensation Policy;
2. I agree to comply with the policy;
3. I have no actual or potential conflicts as defined by the policy or if I have, I have previously disclosed them as required by the policy or am disclosing them below.

Disclose here, to the best of your knowledge:

1. any entity in which you participate (as a director, officer, employee, owner, or member) with which MSC has a relationship or which may compete with MSC;
2. any transaction in which MSC is a participant as to which you might have a conflicting interest; and
3. any other situation which may pose a conflict of interest.

Date: _____

Signature

Name: _____