ARTICLE I

PURPOSE

The purpose of this Conflicts of Interest Policy (the "Policy") is to protect the interests of Consortium for Ocean Leadership, Inc. ("OL") by seeking a full disclosure of relationships, financial or otherwise, between members of OL or their authorized individual representatives and any third party that may conduct business with OL or take a position that is adverse to the intent, purpose or stated mission of OL. This policy is intended to supplement but not replace any applicable laws governing conflicts of interest.

ARTICLE II

DEFINITIONS

1. Member

As used herein, the term "Member" shall include any Voting Member of OL, any Associate Member of OL, any Affiliate Member of OL, and any individual who is duly authorized to be the representative or alternate representative to OL for any such Voting, Associate or Affiliate Member.

2. Interested Party

As used herein, the term "Interested Party" shall mean any Member who has a direct or indirect Disclosable Interest, as defined below.

3. Disclosable Interest

A Member has a Disclosable Interest if the Member has, directly or indirectly:

a. an existing or potential ownership or investment interest in, or a compensation arrangement with, any entity or individual (1) with which OL has an existing transaction or arrangement or is negotiating a transaction or arrangement, or (2) which is planning any direct or indirect competition with OL or pursuit of any business opportunity that is of interest to OL (provided that a representative's or alternate representative's employment with the OL member that he or she represents shall not be considered a Disclosable Interest);

b. involvement, other than in its, his or her capacity as a Member acting on behalf of OL, in any project sponsored or supported by OL, including but not limited to:
(1) applying for, or preparing any application or proposal for, any award, agreement or contract from OL, on behalf of the Member or any organization with which the Member is affiliated; and

(2) evaluating any application or proposal with respect to which the Member or any organization with which the Member is affiliated has submitted, or is considering submitting, to OL; or

c. involvement on behalf of any entity, other than OL, in the preparation of any proposal, bid or application for any contract, grant, or cooperative agreement in direct or indirect competition with OL.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Disclosable Interest is not necessarily a conflict of interest. Under Article III, Section 2, a Member who has a Disclosable Interest may have a conflict of interest only if the OL Board of Trustees (the "Board") decides that a conflict of interest exists.

ARTICLE III

PROCEDURES

1. Duty to Disclose

An Interested Party must disclose the existence of its Disclosable Interest, both annually and immediately upon learning of it, and must disclose all material facts to the Board for the purpose of evaluating the possible conflict of interest:

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Disclosable Interest and all material facts, and after any discussion with the Interested Party, the Interested Party shall, if present, absent itself from the Board deliberations while the determination of a conflict of interest is discussed and voted upon. The disinterested Board members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

   a. Relating to a Transaction or Arrangement with an Interested Party:

   An Interested Party may present information stating its case to the Board in writing or may make a live presentation at a Board meeting. If a live presentation is made, then after such presentation the Interested Party shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest. If the Board determines
that a conflict exists, it may decide that no further action is required, or it may proceed to deal with the conflict as follows.

The chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement and/or the Interested Party's involvement therein.

After exercising due diligence, the Board shall determine whether OL can obtain a more advantageous transaction or arrangement with reasonable efforts 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 attainable under circumstances that would not give rise to a conflict of interest, the Board shall determine by a majority vote of disinterested Trustees whether the transaction or arrangement and/or the Interested Party's involvement therein is in OL's best interest and for its own benefit and whether the transaction is fair and reasonable to OL and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

b. Relating to Affiliations with Competing Entities:

Due to confidentiality concerns, any Interested Party with a Disclosable Interest defined by paragraph 3.c. of Article II, is preliminarily presumed to have a conflict of interest with OL and, as a result, must avoid participation in the preparation of any proposal, bid or application submitted by OL, and must take all reasonable steps to avoid obtaining information used or to be used by OL in OL's preparation of any proposal, bid or application.

Despite the presumption set forth in the preceding paragraph, if an Interested Party with a Disclosable Interest believes the Disclosable Interest as defined by paragraph 3.c. of Article II does not present a conflict of interest, such Interested Party shall be given a reasonable opportunity to submit a written statement or to make a live presentation to the Board. If the Board determines that a conflict of interest does exist, then the Interested Party shall follow the requirements as set forth in the preceding paragraph.

ARTICLE IV

RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

1. The names of the Members who disclosed or otherwise were found to have a Disclosable Interest in connection with an actual or possible conflict of interest, the nature of the Disclosable Interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed; and
2. The names of the persons, if any, who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion including any alternatives to the proposed transaction or arrangement, a record of any written statements or materials submitted to the Board, and a record of any votes taken in connection therewith.

ARTICLE V

OTHER RULES FOR CONFLICTS OF INTEREST

1. Members shall not use their positions or information obtained therefrom to provide an unfair advantage to themselves, or to any other organization with which they are affiliated, with respect to matters involving OL contracts, grants, cooperative agreements or other approvals and appointments, or the hiring of OL employees.

2. Members shall not use confidential information acquired by virtue of being an OL member or individual authorized member representative to obtain private gain or gain from or for any other organizations with which they are affiliated.

ARTICLE VI

ANNUAL CERTIFICATION

Each Member shall annually sign a statement, which affirms that such Member:

1. Has received a copy of this conflicts of interest policy;

2. Has read and understands the policy;

3. Has not committed any violation of this Policy, and knows of no violation by anyone else, and agrees to comply at all times with this Policy; and

4. Has disclosed all Disclosable Interests existing on or before the date of the statement.

ARTICLE VII

VIOLATIONS

If the Board or Committee has reasonable cause to believe that a Member has committed a violation of this Policy, or has failed to disclose any 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 apparent conflict or failure to disclose.
If, after hearing the response of the Member and making such further investigation as may be warranted in the circumstances, the Board or Committee determines that the Member has in fact violated this Policy or has failed to disclose any actual or possible conflict of interest, it shall take appropriate action to protect its interests, including but not limited to dismissal of the Member from Ocean Leadership.

Revisions endorsed by the Executive Committee, December 2015
Approved by the Board of Trustees, January 2016
Ratified by the Voting Members, March 2016
Conflicts of interest, or the appearance of such, may compromise Ocean Leadership's integrity, its reputation and standing with its sponsors, and its status as a tax-exempt organization and must be scrupulously avoided.

The purpose of the Conflicts of Interest Policy (the "Policy") is to protect the interests of Consortium for Ocean Leadership, Inc. ("Ocean Leadership") by seeking a full disclosure of relationships, financial or otherwise, between Members of Ocean Leadership or their authorized individual representatives and any third party that may conduct business with Ocean Leadership or take a position that is adverse to the intent, purpose or stated mission of Ocean Leadership. The Policy is intended to supplement but not replace any applicable laws governing conflicts of interest.

Name (printed): __________________________________________

Title / Position: __________________________________________

Employer: _______________________________________________

I affirm the following, on behalf of myself and the Member I represent:

• I have received a copy of the Ocean Leadership Conflicts of Interest Policy. _________ (initial)
• I have read and understand the policy. _________ (initial)
• I have not committed any violation of the policy and know of no violation(s) by anyone else, and agree to comply at all times with the policy. _________ (initial)
• I have disclosed all Disclosable Interests existing on or before the date of this statement, to the extent that they are known by me at this time. _________ (initial)
• I agree that at such time that I become aware of a Disclosable Interest, as described in the policy, I will disclose such, in writing, to the Board Secretary, in good faith. _________ (initial)

Disclosures, per the policy:

1. Do you or the Member you represent, directly or indirectly, have:
   a. an existing or potential ownership or investment interest in, or a compensation arrangement with, any entity or individual (1) with which OL has an existing transaction or arrangement or is negotiating a transaction or arrangement, or (2) which is planning any direct or indirect competition with OL or pursuit of any business opportunity that is of interest to OL (provided that a representative's or alternate representative's employment with the OL member that he or she represents shall not be considered a Disclosable Interest); Yes No
   b. involvement, other than in its, his or her capacity as a Member acting on behalf of OL, in any project sponsored or supported by OL, including but not limited to:
      (1) applying for, or preparing any application or proposal for, any award, agreement or contract from OL, on behalf of the Member or any organization with which the Member is affiliated; and Yes No
      (2) evaluating any application or proposal with respect to which
the Member or any organization with which the Member is affiliated has submitted, or is considering submitting, to OL; or

c. involvement on behalf of any entity, other than OL, in the preparation of any proposal, bid or application for any contract, grant, or cooperative agreement in direct or indirect competition with OL.

If yes to any of the above, please describe: ______________________________________
__________________________________________________________________________
__________________________________________________________________________

Other disclosures, in good faith:

2. Does your institution hold a subcontract or cooperative agreement valued at $1M or more directly from Ocean Leadership? Yes No

If yes, please describe: _____________________________________________________
_________________________________________________________________________

3. Does your institution hold a subcontract or cooperative agreement valued at $1M or more from another institution that is already a major subcontractor to Ocean Leadership (i.e., has a subcontract or cooperative agreement from Ocean Leadership that is valued at $1M or more), if such subcontract or cooperative agreement pertains to the same subject matter as a subcontract or cooperative agreement Ocean Leadership is involved with? Yes No

If yes, please describe: _____________________________________________________
_________________________________________________________________________

4. Do you hold any professional, business or volunteer positions or responsibilities that could give rise to conflicts of interest with your position as an Ocean Leadership Member Representative? Yes No

If yes, please describe: _____________________________________________________
_________________________________________________________________________

Signature ___________________________ Date ________________

For Corporate use only:

Date of review by Executive Committee: ______________________ (initial)

Date filed in the Corporate Record: ______________________ (initial)

Please sign, date and fax to the Board Secretary at (202) 797-5502