

POLICY ON CONFLICTS OF INTEREST FOR TRUSTEES AND OFFICERS

This Policy applies to all Trustees and to all Officers of Smith College (the College) as defined in the *By-laws* of the College. In addition, the non-trustee members of the Investment Committee* shall also comply with this policy.

I. DUTY TO THE COLLEGE

Trustees and Officers are fiduciaries of the College and are expected to avoid conflicts and the appearance of conflicts between their personal interests and the interests of the College. Trustees and Officers shall disclose any personal interest that may create a conflict with the interests of the College and to refrain from voting or otherwise influencing a decision of the College on any matter in which such a conflict or the appearance of a conflict exists.

II. DEFINITION OF CONFLICT OF INTEREST

A. A conflict of interest exists when the Trustee or Officer or any of her or his family:

1) has an existing or potential financial or other interest which impairs or might appear to impair the Trustee's or Officer's independence of judgment in the discharge of her or his responsibilities to the College. Such a conflict will be presumed to exist when the Trustee or Officer or her or his family is (i) an officer, director, trustee, stockholder or partner in a closely-held, non-publicly traded corporation or other entity, or (ii) an officer, director, trustee, partner, or holder of more than five percent of the issued and outstanding stock of a publicly traded corporation or other entity, and such entity does, or proposes to do, business with the College; or

2) may or will receive a direct or indirect material or financial benefit from confidential information belonging to the College.

3) may or will receive gifts of any kind with a value greater than \$50 from organizations or businesses doing or seeking to do business with the College. Acceptance of such gifts is prohibited under this policy.

B. "Family" includes spouse, domestic partner, parents, siblings, children or any other individuals living in the same household with the Trustee or Officer.

III. DISCLOSURE

A. Particular Transactions

Trustees and Officers who believe that s/he or any member of her or his family may have a conflict of interest or may appear to have a conflict of interest with respect to any particular transaction shall promptly and fully disclose the conflict to the President and the Chair of the Board of Trustees who shall take appropriate action.

B. Annual Statement

Each Trustee and Officer shall file a financial disclosure statement at least annually with the Secretary of the Board. Such statement shall include the names of any closely-held, non-publicly traded corporation or other entity of which the Trustee or Officer or her or his family is an officer, director, trustee, stockholder or partner, and the names of any publicly traded corporation or other entity in which the Trustee or Officer or her or his family member is an officer, director, trustee, partner, or holder of more than five percent of the issued and outstanding stock and that the Trustee or Officer reasonably believes does or may propose to do business with the College. Trustees and Officers have an affirmative obligation to update the financial disclosure statement as they become aware of changes in their financial situations.

III. DISCLOSURE cont'd.**C. General Treatment of Disclosures**

1. All disclosures shall be made known to the members of the Executive Committee, which shall determine what action, if any, to take and whether further disclosure to other members of the Board is required.
2. All information concerning actual or potential conflicts of interest shall be maintained by the Secretary of the College and disclosed only to the members of the Executive Committee and, if necessary, members of the Audit Committee and consultants involved in the College's auditing process. In addition, members of the President's senior administrative team will receive information about disclosures on a need to know basis. Only the Executive Committee may decide to share disclosed information to others not listed above.
3. Any Trustee or Officer may request a determination from the Executive Committee as to the existence of a conflict of interest or the appearance of a conflict of interest.
4. The Secretary of the Board annually, and at other times on request from any member of the Board, shall make available to the members of the Board copies of this Policy and forms for disclosing conflicts.
5. Each Trustee and each Officer shall complete and file annually, or more often as determined by the Executive Committee, a Conflict of Interest Disclosure Statement with the Secretary of the Board of Trustees.

IV. REFRAIN FROM VOTING OR INFLUENCING THE DECISION

The Trustee or Officer having such conflict shall not vote and shall not participate or use any personal influence in the discussion of the subject or make any recommendations regarding the subject. However, when the Trustee or Officer in consultation with the Executive Committee deems it appropriate, the Trustee or Officer may be asked to briefly state the nature of the conflict to the entire Board and may also be asked to respond to pertinent questions from the other Trustees and Officers when the Trustee or Officer's knowledge of the subject will assist the Board. The minutes of any meeting attended by the Trustee or Director at which the subject involving the conflict is discussed shall reflect that a disclosure was made and that the director refrained from discussion, except to the extent provided above, and did not vote on the subject.

Approved by the Smith College Board of Trustees, January 9, 2004

Revised and approved by the Smith College Board of Trustees, October 18, 2008

*The phrase "and the Director of Investments for the College" was removed from this policy on January 1, 2005, because the college no longer has a position with this title.