



THE BERNADOTTE FOUNDATION FOR CHILDREN'S EYECARE, INC.

CONFLICT OF INTEREST AND CONFIDENTIALITY STATEMENT

I have received and read the Bernadotte Foundation for Children's Eyecare, Inc. (the "Foundation") Conflict of Interest and Confidentiality Policies. I understand that the intent of these policies is to ensure that all officers, members of the Board of Directors, Medical Awards and Advisory Committee and consultants disclose any real or perceived conflicts of interest, that I act impartially and avoid the appearance of impropriety, and that I protect the confidential matters pertinent to the Foundation. I will not participate in any decision-making capacity if I have or have had a close, active association with an institution, program or individual that is being considered for official action by the Foundation. I will not participate in any decision for which I or the organization I represent may benefit materially. Thus, I will immediately reveal any potential conflict and, if appropriate, absent myself from any portion of the Foundation meeting during discussions of decisions in which I have a perceived conflict of interest.

In addition, I understand that materials furnished for review purposes and discussion are considered privileged information and, consequently, are confidential. All such materials are to be treated in a professional and confidential manner. Both ethical and legal considerations demand that the information acquired in my capacity as a representative of the Foundation is not to be used for purposes other than the Foundation business of which it pertains unless prior permission is obtained.

Print Name

Date

Signature

Position of the Foundation



THE BERNADOTTE FOUNDATION FOR CHILDREN'S EYECARE, INC. CODE OF CONDUCT AND CONFLICT OF INTEREST

CONFLICT OF INTEREST

Article I Purpose

The Bernadotte Foundation for Children's Eyecare Inc. (the "Foundation") has developed this Code of Conduct and Conflict of Interest Policy to ensure that all its directors, officers and key employees continue to act in compliance with applicable laws and to deal with all persons doing business with the Foundation in the best interest of the Foundation. This Conflict of Interest Policy is a guideline to protect the Foundation's interests when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director or key employee of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II Definitions

1. Interested Person. Any director, officer, member of a committee with Board-delegated powers, key employee or consultant who has direct or indirect financial interest, as described below, is an "interested person".
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment or family-
 - a. an ownership or investment interest in any entity with which the Foundation has a transaction or arrangement, or
 - b. compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
 - c. 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 substantial in nature.

Article III Procedures

1. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person

must disclose the existence and nature of his or her financial interest to the directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest, the interested person shall leave the Board or committee meeting while the financial interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest.
 - a. No board member shall be eligible for work that could be performed by non-board vendors (including, but not limited to, executive search, outplacement, architectural, fund-raising and consultation services).
 - b. Where the Chairperson or the Board or a committee chair see a conflict, a disinterested person or committee shall investigate.
4. Violations of the Conflicts of Interest Policy
 - a. If the Board or committee has reasonable cause to believe that 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.
 - b. If, after hearing the response of the member and making such further investigation as may be warranted, the Board or committee chair determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including but not limited to removal from the Board.