

Expression Neuroscience Institute

Conflict of Interest Policy

1. Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of the Expression Neuroscience Institute (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, employee, or key volunteer (an “Interested Person”), or might result in an excess benefit transaction.

2. Definitions

a. Interested Person

An Interested Person is any director, officer, employee, or key volunteer who has a direct or indirect financial interest as defined below.

b. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

3. Procedures

a. 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 all material facts to the Board of Directors or to a committee authorized to consider the matter.

b. Determination of Conflict

After disclosure, the Board or committee shall determine whether a conflict of interest exists. The Interested Person shall leave the meeting during the discussion and vote. A

majority vote of disinterested directors or committee members is required to determine a conflict.

c. Procedures for Addressing Conflicts

If a conflict is determined to exist, the Board or committee shall address it by:

- Requesting that the Interested Person leave the room for the discussion and vote;
- Reviewing alternatives to the proposed transaction that would not give rise to a conflict;
- Approving the transaction only if it is fair, reasonable, and in the Corporation's best interest;
- Documenting the terms of the transaction and the decision-making process in the minutes.

4. Violations of the Policy

If the Board or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain. If, after review, the Board determines the person has failed to disclose a conflict, it may take appropriate disciplinary and corrective action.

5. Records of Proceedings

The minutes of the Board and all committees with Board-delegated powers shall contain:

- The names of persons who disclosed or were found to have a financial interest;
- The nature of the financial interest;
- Any action taken to determine whether a conflict existed;
- The outcome of the discussion and any votes taken.

6. Compensation Restrictions

A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

7. Annual Statements

Each director, officer, and key volunteer shall annually sign a statement which affirms that they have received a copy of the Conflict of Interest Policy, have read and understood it, and agree to comply with it.

8. Periodic Reviews

To ensure the Corporation operates in a manner consistent with its charitable purposes and does not engage in actions that could jeopardize its tax-exempt status, periodic reviews shall be conducted. These reviews shall cover:

- Whether compensation arrangements and benefits are reasonable and based on arm's length bargaining;
- Whether partnerships and joint ventures conform to the Corporation's written policies and do not result in excess benefit transactions;
- Other subjects as specified by the Board.

9. Use of Outside Experts

When conducting periodic reviews, the Board may, but is not required to, rely on outside experts to provide guidance. Use of outside experts does not relieve the Board of its responsibility for ensuring periodic reviews are conducted.