



Conflict of Interest Policy

A conflict of interest exists whenever there is any proposed transaction of Bluefin Philanthropic in which a director, officer, or staff member has any actual or potential involvement, interest, or relationship, either directly or indirectly. A director, officer, or staff member shall have an indirect interest in a proposed transaction if (a) the other party to the transaction is related to such director, officer or staff member, (b) such other party is an entity in which the director, officer, or staff member has a material financial interest, or (c) the director, officer, or staff member is an officer, director, or general partner of such other party.

A conflict of interest may also exist when the interests or concerns of any director, officer or staff member, or such member's immediate family, or any party, group, or organization to which such person has allegiance, may be seen as competing with the interests or concerns of Bluefin Philanthropic.

Conflict of interest by director or officer

1. Each director or officer of Bluefin Philanthropic has a duty to disclose to the Board of Directors and to any applicable Committee of the Board the material facts of any proposed transaction of Bluefin Philanthropic in which such director or officer has any actual or potential conflict of interest.
2. The disclosure required under (1) above must be made prior to any consideration of such proposed transaction by the Board or by any applicable Committee of the Board.
3. The director or officer having the conflict shall not participate in the deliberation or decision regarding the matter under consideration, and shall retire from the room during the deliberations and decision. The director or officer shall however, be available to respond to any questions from the Board regarding the proposed transaction.
4. Any proposed transaction in which a director or officer has a conflict of interest must be approved by a majority of the directors of the Board or of the applicable Committee of the Board entitled to vote other than the interested director(s) at a meeting at which a quorum is present, even though the disinterested directors may constitute less than a quorum. Such interested director(s), if present, may be counted solely for purposes of determining whether a quorum is present.
5. The minutes of the meeting of the Board of Directors or the Committee of the Board shall reflect that the conflict of interest was disclosed and that the interested person did not vote or participate in the final discussions, and, if appropriate, was not present during such discussions and vote.

6. Where there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the directors or the Committee of the Board, excluding the person concerning whose situation the doubt has arisen.

Conflict of interest by staff

1. Each staff member has a duty to disclose to the President of Bluefin Philanthropic the material facts of any proposed transaction of Bluefin Philanthropic in which such person has any actual or potential conflict of interest.
2. The disclosure required under (1) above must be made prior to any consideration of such proposed transaction by Bluefin Philanthropic.
3. A staff member having an actual or proposed conflict of interest shall not participate in the deliberation or decision by Bluefin Philanthropic regarding the matter under consideration. However, he or she shall provide Bluefin Philanthropic with any and all relevant information regarding the matter.
4. The President of Bluefin Philanthropic shall take such additional action as may be required to ensure that the conflict of interest is resolved, and shall maintain a record of the existence and resolution of the conflict.
5. When there is any doubt as to whether a conflict of interest exists, the matter shall be resolved by Bluefin Philanthropic.

A copy of this conflict of interest policy shall be furnished to each director, officer, and staff member who is presently serving Bluefin Philanthropic, or who may hereafter become associated with Bluefin Philanthropic. New directors, officers, and staff members shall be advised of the policy upon undertaking the duties of such office.