

ADDENDUM A

GREEK ORTHODOX ARCHDIOCESE OF AMERICA

CONFLICTS AND RELATED PARTY TRANSACTIONS

DISCLOSURE POLICY (“Policy”)

FOR OFFICERS, KEY EMPLOYEES, AND MEMBERS OF THE

ARCHDIOCESAN, METROPOLIS AND PARISH COUNCILS

Officers, Key Employees¹, and Members of the Archdiocesan Council, the Direct Archdiocesan District/Metropolis (collectively, “Local” or “Metropolis”) Councils and the Parish Councils, herein referred to collectively as “Related Party or Related Parties” are entrusted with sacred responsibilities which affect the whole of the Archdiocese². All such individuals shall honor that trust with honesty, competence, and care, in managing the affairs of the Archdiocese and shall always act in the best interests of the Archdiocese.

The purpose of this Policy is to set forth procedures for properly disclosing and addressing conflicts of interest and related party transactions.

A “Conflict” exists when the financial or any other interest of a Related Party, or a member of his/her immediate family, compete or conflict with the interests of the Archdiocese, Metropolis, or Parish. For example, this includes situations in which an individual’s judgment is or may be influenced by considerations of personal gain or benefit to that individual, or his/her immediate family, or when participation in a decision creates the appearance of a conflict of interest, whether or not such a conflict actually exists. A Related Party Transaction means any transaction, agreement, or any other arrangement in which a Related Party has a substantial financial interest, and in which the Archdiocese, any Metropolis or any Parish is a participant. Other examples of conflicts of interest or related party transactions are myriad and may take place in a number of different contexts. Conflicts or Related Party Transactions may arise in connection with investment of Church funds, in the providing of professional services, or in the selling business goods.

Prior to or at the commencement of a new term of the Archdiocesan, Metropolis and Parish Council, and annually thereafter, each Member of a Council shall be given a copy of this Conflicts Disclosure Policy and shall sign the applicable Conflicts Disclosure Statement (as attached hereto as Addenda A1-A3). The Council Member shall disclose, to the best of his or her knowledge, any entity of which the Council Member is a officer, director, trustee, member, owner (either as a sole proprietor or partner), or employee, that has either has a relationship with the Archdiocese, Metropolis or any Parish or any

¹ A “Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Archdiocese, Metropolis, or local Parish, as applicable.

² “Archdiocese” as used herein includes the Archdiocese, the Direct Archdiocesan District/Metropolises and the Parishes.

transaction between the Archdiocese, Metropolis, or Parish and the Council Member, whereby the Council Member has a conflicting interest or Related Party Transaction.

If, at any time thereafter, an Archdiocesan Council or Local Council member discovers that he/she may have a conflicting interest or is involved in a Related Party Transaction, he/she shall immediately report it to the President, Vice President and Secretary of the Council. If at any time thereafter, a Parish Council Member discovers that he/she may have a conflicting interest or involved in a Related Party Transaction, then he/she shall immediately report it to the Parish Priest, as well as to the President and Secretary of the Parish Council. In all cases, the existence and resolution of any conflict of interest or Related Party Transaction shall be documented in the appropriate Council's minutes, including the minutes of any meeting at which the conflict was discussed or voted upon.

The determination of whether a conflict of interest exists shall be made, in the case of an Archdiocesan Council Member or Local Council Member, by the President, Vice President and Secretary. In the case of a Parish Council Member, the determination shall be made by the Priest, Parish Council President and Parish Council Secretary and their determination shall be disclosed to the Parish Council at its next meeting. The minutes of the meeting shall reflect when the conflict of interest was disclosed and the final determination on the matter. At any time, the Priest or any member of the Parish Council may request a review by the respective Hierarchy, whose determination shall be final.

The Archdiocese, Metropolis, or any Parish shall not enter into any Related Party Transaction unless the transaction is determined by, in the case of an Archdiocesan Council Member or Metropolis Council Member, by the President, Vice President and Secretary or in the case of a Parish Council Member, by the Priest, Parish Council President and Parish Council Secretary, to be fair, reasonable, and in the best interests of the Archdiocese, Metropolis, or Parish, as applicable. The minutes of the meeting shall reflect when the Related Party Transaction was disclosed and the final determination on the matter. Prior to entering into any Related Party Transaction, the Council or authorized committee shall (1) consider alternative transactions to the extent available, (2) approve the transaction by not less than a majority vote of the Council members or committee members present at the meeting, and (3) contemporaneously document in writing the basis for the approval, including consideration of any alternative transactions. In the case of the Archdiocese, the Archbishop shall make the final determination of fairness, reasonableness, and best interest. At the Metropolis and Parish level, the Metropolitan shall make this final determination.

All Related Parties have the ongoing duty to disclose conflicts of interests and related party transactions to appropriate Council or authorized committee at the earliest moment possible. The disclosure shall be made in good faith and shall include all material facts of the conflict of interest or Related Party Transaction. No Key Employee, officer, or Member of any Council may participate in deliberations or voting related to consideration of the conflict of interest or related party transaction. Further, no Related Party shall attempt to improperly influence the deliberation or voting related to the consideration of the particular conflict of interest or Related Party Transaction. However,

the foregoing shall not preclude the Related Party from providing information at the Council or committee's request prior to the commencement of deliberations or voting. In no event shall the affected Related Party be present or participate in any deliberations on the matter or be present when the vote on the matter is taken.

A lay employee of: a) the Archdiocese, shall not serve as a member of the Archdiocesan Council; b) the Metropolis, shall not serve as a member of the Metropolis Council; or c) a Parish, shall not serve as a member of the Parish Council.