

# International 'We Serve' Foundation, Inc.

*Address:*  
895 Edgewater Drive  
Lexington, KY 40502, USA

*Formed:* Apr. 2011

*Status:* Non-Profit

*Tax ID:* 45-173 3688

**Board of Directors:**

*Chair:*  
**Dr. Nirmala Desai, MD**  
Lexington, KY  
Ph: 859-266 3625

*Director:*  
**Dr. Sibhu Saha, MD**  
Lexington, KY  
Ph: 859-268 4496

*Director:*  
**Dr. D. Sudharshan, Ph D**  
Nicholasville, KY  
Ph: 859-219 1625

*Director:*  
**Dr. N. Venguswamy, MD**  
Georgetown, KY  
Ph: 502-863 6526

*Ex-officio:*  
**Dr. M. S. Viji, MD**  
President  
Lexington, KY  
Ph: 859-268 2112

**Advisory Councils:**

**Pediatric Advisory Council**  
*Chair:*  
**Dr. Vipul Mankad, MD**  
Houston, TX

**Women's Advisory Council**  
*Chair:*  
**Mrs. Natini Sudharshan**  
Nicholasville, KY

**Veterans Advisory Council**  
*Chair:*  
**Mr. Paul Johnston, CPA**  
Lexington, KY

Major Missions:

**IGNITING MINDS**

**EMPOWERING BILLIONS**

## Conflict of Interest Policy

**1. Preamble:** IWSF is a volunteer driven organization. Its three Founding Sponsors as well as the Individual Volunteers and Institutional Partners provide lots of support and contribute in many ways to empower 3 billion poor in the world. Many volunteer their time, expertise, experience, talent, resources, advice, products and services either free or offer these at cost or at a deeply discounted value. This is essential in order to design, develop, launch, complete and maintain any mission, project or program for the benefit of the poor. The wide participation is vital to carry out the vision and mission to empower the 3 + billion poor for which the IWSF was founded.

**2. Opportunities abound:** Empowering over 3 billion poor of the world is not by any means an easy task and requires enormous dedication, planning, input, funding, coordination and collaboration by people from all corners of the world and while it is an incredible opportunity to do good, it can also be misused for personal gains – which can derail the very purpose why IWSF was established in the first place. Hence the need for constant vigilance and the need to establish a policy to monitor any Conflict of Interest.

**3.** Being sponsors, founders and volunteers in IWSF is not an automatic disqualification to provide the needed products and services, when carrying out the missions, projects and programs of IWSF. Very important to enforce full disclosure and transparency to eliminate any real or perceived conflict of interest. The IWSF Board will need to be constantly vigilant all participants abide by the sacred nobility of its vision and mission.

**4.** It is in the best interest of the **INTERNATIONAL 'We Serve' FOUNDATION, Inc.** (aka: **IWSF**) to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the IWSF identify situations that present potential conflicts of interest and to provide IWSF with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in IWSF operations.

**5.** Every mission, project or program requires the participation of many. Not pragmatic or practical to expect all of this will be given away / donated free to benefit the poor. (i) Physical connectivity, (ii) Electronic connectivity, (iii) Knowledge connectivity, (iv) Societal entrepreneurship, (v) Sustainable employment opportunities, (vi) Meaningful economic prosperity, etc. in order to empower the poor need significant resources, products and services from a lot of individuals, organizations, institutions (non-profit and for-profit), civic & elected bodies, etc. who are willing to join hands in evolving happy, peaceful and prosperous societies – the ultimate goal of the IWSF.

**6. What is a conflict of interest?** A conflict of interest arises when a board member or staff member has a personal interest that conflicts with the interests of IWSF or arise in situations where a board/staff member has divided loyalties (also known as a "duality of interest"). The former can result in situations that result in inappropriate financial gain to persons in authority at IWSF which can lead to financial penalties and violations of IRS regulations. Similarly, situations or transactions arising out of a conflict

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of interest can result in either inappropriate financial gain or the appearance of a lack of integrity in IWSF's decision-making process. Both results are damaging to IWSF and are to be avoided.

Per KRS 273.219, a Conflict of Interest Transaction with the Foundation is one in which a Director has a direct or indirect interest. A Conflict of Interest transaction shall not be voidable by the Foundation solely because of the director's interest in the transaction if any one of the following is true. An indirect interest exists when a Director of the Foundation has material financial interest or is a general partner, director, officer, or trustee in an entity that enters into a transaction with the Foundation.

- *Example #1:* a person in a position of authority over the Organization may benefit financially from a transaction between the Organization and the board/staff member; or others closely associated with the board / staff member may be affected financially. Family members, or their businesses, or other persons or the businesses of persons with whom the board / staff member is closely associated, could benefit from similar transactions.
- *Example #2:* A conflict of interest could be a direct or indirect *financial interest* such as those described above, or a *personal interest* such as the situation where a board member of IWSF is also a board member of another nonprofit or for-profit entity in the community with which IWSF collaborates or conducts business.

- A. Conflict of Interest Defined.** In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:
- a. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with IWSF for goods or services.
  - b. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between IWSF and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
  - c. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with IWSF.
  - d. Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.
  - e. Gifts, Gratuities and Entertainment: Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift / entertainment / favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of IWSF.

### B. Definitions.

- a. "Conflict of Interest": Any circumstance described in Part 1 of this Policy.



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- b. "Interested Person": Any person serving as an officer, employee or member of the Board of Directors of IWSF or a major donor to IWSF or anyone else who is in a position of control over IWSF who has a personal interest that is in conflict with the interests of IWSF.
- c. "Family Member": Spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- d. "Material Financial Interest": Financial interest of any kind in an entity, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- e. "Contract or Transaction": Any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to IWSF is not a Contract or Transaction.

### **C. Procedures to manage conflicts.**

- a. For each interest disclosed, the full board, or the Executive Director or the Chairperson of the board, as appropriate, will determine whether the organization should: (a) take no action or (b) disclose the situation more broadly and invite discussion / resolution by the full board of what action to take, or (c) refrain from taking action and otherwise avoid the conflict. In most cases the broadest disclosure possible is advisable so that decision-makers can make informed decisions that are in the best interests of the organization.
- b. When the conflict involves a decision-maker, the person with the conflict ("interested party"): (i) must fully disclose the conflict to all other decision-makers; (ii) may not be involved in the decision of what action to take (e.g., may not participate in a vote) but may serve as a resource to provide other decision-makers with needed information.
- c. In some cases the person with the conflict may be asked to recuse him / her from sensitive discussions so as not to unduly influence the discussion of the conflict. In all cases, decisions involving a conflict will be made only by disinterested persons
- d. The fact that a conflict was managed and the outcome will be documented in the minutes of board meetings if the conflict was related to a board member, and reported by the Executive Director to the board / Chair of the board / other appropriate committee of the board (e.g., Audit committee) if the conflict was related to a staff member.
- e. The Chairperson of the board / Executive Director will monitor proposed or ongoing transactions of the organization (e.g., contracts with vendors and collaborations with third parties) for conflicts of interest and disclose them to the Board and staff, as appropriate, whether discovered before or after the transaction has occurred.
- f. Prior to board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the board member or by the interested person him / herself if invited to the board meeting as a guest for purposes of disclosure.
- g. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to



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the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

- h. A person who has a Conflict of Interest shall not participate in or be permitted to hear the board's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
  - i. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
  - j. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of IWSF has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
  - k. Interested Persons who are not members of the Board of Directors of IWSF, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect IWSF's participation in such Contract or Transaction.
  - l. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full board discussion is warranted or whether there exists a Conflict of Interest, subject to this policy.
  - m. The Board retains the right to approve or disapprove any project or program, after full disclosure as required under this policy. If the Board approves a project / program after such disclosure, it retains the right to terminate / discontinue the approval any time it deems necessary, without explanation or compensation (monetary or otherwise) and will not be liable for any incidental or consequential damages. The decision of the Board shall be final. The parties involved shall indemnify the Board and hold it harmless in all such matters.
- D. Confidentiality.** Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of IWSF. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of IWSF for their personal profit or advantage or the personal profit or advantage of their Family Member(s).
- E. Review of policy.**
- a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
  - b. Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to IWSF. Any such information regarding the business interests of a director, officer, employee or volunteer,



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or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

- c. This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers. The '**Conflict of Interest**' Policy and the '**Conflict of Interest - Disclosure Form**' were reviewed and are hereby accepted as presented and adopted by the Board of Trustees.
- F. Who might be affected by this policy?** Typically persons who are affected by a conflict of interest policy are the Organization's board members, officers, and senior staff. In some cases a major donor could also be in a conflict situation. IWSF takes a broad view of conflicts and board / staff are urged to think of how a situation/transaction would appear to outside parties when identifying conflicts or possible conflicts of interest.
- a. **Statutory compliance:** Per KRS 273.219, for purposes of this section, a Director of the Foundation shall be considered to have an indirect interest in a transaction, if; (i) Another entity in which the Director has a material financial interest or in which the Director is a general partner, is a party to the transaction; or (ii) Another entity of which he is a director, officer, or trustee, is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Foundation.
- b. **Disclosure:** The material facts of the transaction and the Director's interest shall be disclosed or made known to the Board of Directors or committee in charge of the project, in advance. Board members and senior staff will annually disclose and promptly update any disclosures previously made on an Annual Conflict Disclosure Questionnaire form provided by the Organization that requests them to identify their interests that could give rise to conflicts of interest, such as a list of family members, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members as well as other nonprofit organizations. After due diligence, the Board at its own discretion may reject or accept and authorize, approve, or ratify the transaction after the full disclosure and finds the transaction to be fair to the Foundation.
- c. The Board members and staff are urged to disclose conflicts as they arise as well as to disclose those situations that are evolving that may result in a conflict of interest. Advance disclosure must occur so that a determination may be made as to the appropriate plan of action to manage the conflict. Staff should disclose to their supervisor / Executive Director and board members should disclose to the board / Chairperson of the board as soon as they person with the conflict is aware of the conflict/potential conflict or appearance of a conflict exists.
- d. **Founding Sponsors:** The three Founding Institutional Sponsors ['Enriched Cloud Computing, LLC', 'Resources International, Inc.' and 'i-Grandee Software Technologies Pvt. Ltd.', their staff, associates and subsidiaries] have underwritten the efforts and expenses to set up the Foundation, and continue to provide critical support, organization, supervision, etc. They take care of the website design, development, ongoing maintenance, complete management, oversee operations and offer technical support and intend to participate in several activities and projects of the Foundation. Their individual and collective strength has made it possible to launch this entire mission to empower billions of citizens of the world.
- e. **Role of the Founding and Institutional Partners:** The Foundation plans to bring on board several capable institutional partners who shall support / help / oversee implementing the vision, mission and objectives of the Foundation, and be willing participants. All such activities shall be disclosed to the Foundation (except any confidential data that the parties are not able to disclose per mutual agreement) for transparency and effective reporting. The participation by the Founding or Institutional Partner Members in any projects that the Beneficiary Members seek their services shall not be considered a conflict of interest. Beneficiary Members shall have the full right to seek the services of any institution or business (who may or may not be associated

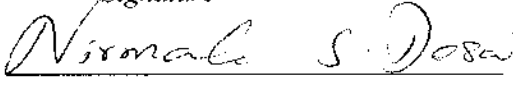
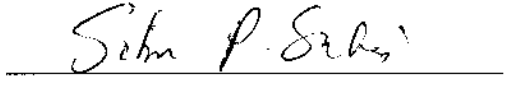
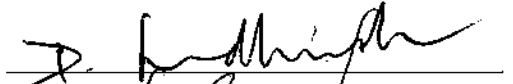


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with the Foundation) suitable to carry out their needs and are NOT obligated or required to seek the services of the Founding Sponsors or Institutional partners at any time.

- f. **Critical Role:** This critical role of the Founding Sponsors and their associate firms listed above in this Articles of Incorporation and Bylaws is to document disclosing to the Chair, the Board of Directors, current and future committees, etc. and to ensure they are authorized, approved and ratified to conduct transactions with the Foundation. Their participation in the Foundation's establishment, activities and programs are fair, acceptable and not voidable, even if it fits in the 'technical definition' of the term 'Conflict of Interest' defined above per KRS 273.219.
- g. **Open to all willing partners:** Trying to help billions of people of the world is not possible without the help, support and active participation of hundreds and thousands of willing and capable individuals and institutional partners. Whoever can provide the needed help / essential support to empower the poor, disadvantaged citizens of the world is welcome to participate in this mission. The Foundation welcomes with open arms all collaborative efforts from any legal entity or individual willing to offer their time, efforts, abilities and services to achieve its stated Vision, Mission and Purposes.
- h. **Transparent and fair:** Any services provided by any organization, entity, business, for-profit or charitable, that may come under the term 'Conflict of Interest' because of their direct or indirect link with any of the directors or officers shall disclose their relationship to the Board of Directors well in advance and ensure their approval and assure the Foundation that their charges, fees, billing, etc. shall be fair, just, comparable and reasonable at all times. In keeping with the non-profit nature of this entire mission, they shall offer their products and services to the Recipient / Direct Members either free of charge or at a significant discount they offer / extended to their best customers.

The 'CONFLICT of INTEREST' policy and the annual disclosure forms have been reviewed, discussed and accepted as presented above. These are adopted as presented, and shall be adhered to until further notice.

<i>Name &amp; Title</i>	<i>Signature</i>	<i>Date</i>
Nirmala Desai, MD, Chair		<u>11/30/12</u>
Sibu Saha, MD, Member		<u>11/30/12</u>
D. Sudharshan, Ph D, Member		<u>11/30/12</u>
N. Venguswamy, MD, Member		<u>11/30/12</u>
M. S. Vijayaraghavan, MD, Ex-Officio		<u>11/30/12</u>