



January 1, 2024

**Subject: Special Operations Warrior Foundation Board Independence and Conflict of Interest Policy**

1. The Special Operations Warrior Foundation, its affiliates and components, and all officers, directors, delegates, council and committee members shall avoid any conflict between their own respective personal, professional or business interests and the interests of the Foundation, in any and all actions taken by them on behalf of the Foundation in their respective capacities.
2. This policy has several purposes. The first is to comply with the IRS rule and regulations for filing the IRS form 990. The second is to ensure Board members remain independent and can exercise independent judgment, so that objective decisions are based solely on the best interest of the organization. Lastly, compliance with the IRS form 990 requires an annual questionnaire be provided to all Board members requesting information pertaining to family member and business relationships with any officer, director, trustee, or key employee.
3. The Foundation must be notified, and the relationship disclosed in the event that any officer, Director, trustee or employee of the Foundation shall have any direct or indirect interest in, or relationship with, any individual or organization which proposes to enter into any transaction with the Foundation, including but not limited to transactions involving:
  - a. The sale, purchase, lease or rental of any property or other asset.
  - b. Employment, or rendition of services, personal or otherwise.
  - c. The award of any grant, contract, or subcontract.
  - d. The investment or deposit of any funds of the Foundation.
  - e. All relationships of board members will be disclosed to the Board of Directors prior to voting on any contract. Any type of ownership interest or fee sharing arrangement with an entity will be disclosed.
  - f. All fees that are charged will be reasonable for the services rendered and whenever possible will be put out for competitive bids. This includes items such as rent, contractual services, and other forms of remuneration.



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- g. Any board member who will be impacted by an action of the Board will abstain from voting on such an action. The member's presence, however, will be counted towards the quorum of that respective meeting.
- h. A super majority of 75 percent of all directors must approve any contracts where there is any potential for self-dealing.

4. The Foundation will provide an annual questionnaire to all Board members requesting information to confirm "independence" and request disclosure of family relationship or business relationship with any officer, director, trustee, or key employee. (See Attachment 1)

- a. The definitions of "independence" and "family and business relationships" and examples were provided by the Foundation auditor and include excerpts from the IRS form 990 instructions.
  - (1) Independent Board members are defined as follows: members who (a) are not compensated by the organization as employees or independent contractors, (b) do not have their compensation set by individuals who are compensated by the organization, (c) do not receive, directly or indirectly, material financial benefits from the organization except as a member of the charitable class served by the organization, or (d) are not related to anyone described in (a) through (c), or reside with the person so described.
  - (2) Interested persons include officers, directors, trustees, key employees, and substantial contributors.
  - (3) Family and related party includes spouses, children, and immediate family members of officers, directors, trustees, key employees, and substantial contributors.

5. This policy will ensure the Foundation Board remains independent and operates without conflict of interest and reports in accordance with the rules and regulations required by the IRS. This policy will be reviewed annually.



Clayton M. Hutmacher  
Major General, US Army, Retired  
President and CEO  
Special Operations Warrior Foundation

Attachment 1

Special Operations Warrior Foundation  
Annual Board of Directors IRS Form 990 Questioner  
(Required to be disseminated by the IRS)

Request all Board members complete the attached form and return it to SOWF via fax, email, or mail.

Name: \_\_\_\_\_

For IRS form Part IV, line 28a and 28b

1. Did you have a direct business relationship with the organization (other than as officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively) with other Board members, officers, or employees of the Foundation?

Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes then please provide the following:

Your name, relationship between the interested party and the Foundation, the name of the interested party and the business transaction.

Example: You jointly own another business with one of the directors

Name: John Carney; Relationship: Director (or it could be ...family member of a Director)

Entity more than 35%; The dollar amount of the transaction; Type of transaction or agreement

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2. During the tax year, did you have a family member who had a direct or indirect business relationship with the organization?

Yes \_\_\_\_\_ No \_\_\_\_\_

If Yes then please provide the following:

Name, Relationship, Amount of Transaction, Description of Transaction, If revenue sharing was part of a contract.

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