

**UNITED STATES HOLOCAUST MEMORIAL MUSEUM**  
**Council Investment Committee**  
**Conflicts of Interest Policy and Disclosure Statement**

**I. Introduction**

Members of the United States Holocaust Memorial Council Investment Committee (hereinafter, “Committee”) have specific fiduciary responsibilities with respect to the management and investment of the United States Holocaust Memorial Museum Endowment Fund and other funds of the United States Holocaust Memorial Museum (hereinafter, “Museum”) over which the Committee may be given responsibility. Membership on the Committee is a position of public trust and Committee members are obliged to place loyalty to the Museum and its governing laws and ethical principles above private gain.

As special Government employees<sup>1</sup>, Committee members are subject to specific Federal conflict of interest prohibitions at all times when they are performing work for the Committee.<sup>2</sup> Because service on the Committee requires specialized knowledge and experience in the fields of finance and investment, the Committee recognizes that such conflicts may occur. The purpose of this Statement is to enable Committee members to avoid and address these conflicts in compliance with their legal and ethical obligations.

**II. Policy**

Committee members shall not work on any particular matter in which they have a financial interest, if the particular matter will have a direct and predictable effect on that interest. This prohibition includes matters in which any person whose interests are imputed to the member has a financial interest, including family members, business associates, clients, and other profit or nonprofit organizations with which the member is affiliated as an employee, director, consultant, trustee, or partner and includes organizations with which the member may be negotiating employment. Committee members are also precluded from working on a particular matter if such work will create the appearance of a conflict of interest in accordance with this Policy.

---

<sup>1</sup> 18 U.S.C. §202(a)(defining “special Government employee” as an individual designated or appointed to perform temporary duty for a U.S. Government entity on a full time or intermittent basis, with or without compensation, for not to exceed 130 days during any period of 365 consecutive days.) see also 36 U.S.C. §2302(h) (“...an individual who is not a member of the [United States Holocaust Memorial] Council may be designated as a member of a committee associated with the Council. Such an individual shall serve without cost to the Federal Government.”)

<sup>2</sup> 18 U.S.C. §208.

### III. Resolutions of Conflicts of Interest

Annual Disclosure Statement - Each Committee member shall, on the attached Confidential Conflicts of Interest Disclosure Statement, annually identify any interests or affiliations or imputed interests or affiliations that such member reasonably believes will give rise to, or may give rise to, a conflict of interest or the appearance of a conflict of interest in the context of the member's service on the Committee, or certify to the absence of any such interests or affiliations. Certain interests, including assets, liabilities, or income totaling less than \$10,000 annually, are deemed too inconsequential to affect the integrity of a member's service on the Committee and need not be disclosed. Disclosure Statements will be reviewed by the Committee Chairperson and the Museum's General Counsel who will discuss them with Committee members as necessary to resolve any actual or apparent conflicts, and otherwise hold them in confidence to the extent permitted by law.

Disclosure and Recusal - If a Committee member has a relationship or an imputed relationship as director, officer, partner, employee, advisory board member, or consultant with or to, or has a direct or indirect financial interest in, a hedge fund, corporation, limited liability company, general partnership, limited partnership, investment manager or another investment entity or arrangement in which or with which the Museum has or is considering an investment or other financial relationship, the member must inform the Committee as soon as the conflicting relationship is ascertained. The conflicted member shall not participate or use any personal influence in any discussion of the matter nor shall he or she make any recommendations or otherwise participate in decisions regarding the same. A Committee member who has a financial interest of any material value in any specific transaction between the Museum and a third party, such as a commission, finder's fee, annual fee, or other, must similarly disclose and recuse himself or herself from all Committee deliberations and decisions regarding the affected transaction.

The minutes of any meeting at which a conflict of interest was disclosed will reflect that the disclosure was made and will note the conduct of the conflicted member with respect to the discussion and vote on the affected transaction or matter.

Waiver - In certain situations, the value of a Committee member's services and expertise with respect to a particular matter may be determined to outweigh the potential for a conflict of interest created by the member's competing interest in that matter. Such a determination shall be made in writing by the Committee chairperson upon the request of any Committee member and after consultation with the Museum's General Counsel. Thus, in certain circumstances, a Committee member whose spouse is employed by the parent company of an investment management firm with which the Museum has a relationship may be able to obtain a waiver to continue working on investment matters handled by that firm. A decision to waive a disqualifying conflict of interest will take into account the nature of the interest, the identity of the person whose interest is involved, the dollar value of the interest, and the importance of the Committee member's role in the particular matter. Any decision to waive a disqualifying conflict of interest shall be included in the record of the Committee.

