

Article I

Purpose

The purpose of the conflict of interest policy is to protect the Academy of Television Arts & Sciences (the “Television Academy”) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a governor, officer or member of a committee with Board of Governors delegated powers of the Television Academy or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any governor, officer, or member of a committee (the “Member”) with Board of Governors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Television Academy has a transaction or arrangement,
- b.** A compensation arrangement with the Television Academy or with any entity or individual with which the Television Academy has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Television Academy is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest to the President and Chief Operating Officer, Chief Financial Officer and Executive Vice President, and be given the opportunity to disclose all material facts to the Executive Committee which has the Board of Governors delegated power to consider whether a conflict of interest exists with respect to the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts to the Executive Committee, and after any discussion with the interested person, he/she shall leave the Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The members of the Executive Committee shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, whether a conflict of interest exists.
- b.** The chairperson of the Executive Committee shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the Executive Committee shall determine whether the Television Academy can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee shall determine by a majority vote of the disinterested Committee members whether the transaction or arrangement is in the Television Academy's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

- a.** If the Board of Governors, Executive Committee, President and Chief Operating Officer or Chief Financial Officer and Executive Vice President have reasonable cause to believe a Member has failed to disclose actual or possible conflict of interest, they shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the Member's response and after making further investigation as

warranted by the circumstances, the Executive Committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the Board of Governors, Executive Committee and all committees with Board of Governors delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Annual Statements

Each governor, officer and member of a committee with Board of Governors delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Television Academy is a tax exempt organization and in order to maintain its federal and state tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VI

Periodic Reviews

To ensure the Television Academy operates in a manner consistent with its tax exempt purposes and does not engage in activities that could jeopardize its tax-exempt status,

periodic reviews shall be conducted.

Article VII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VI, the Television Academy may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Committee of its responsibility for ensuring periodic reviews are conducted.

