CONFLICT OF INTEREST POLICY FOR EMPLOYEES

The Missouri Botanical Garden (“Garden”) is a charitable organization whose employees are chosen to serve the public purposes to which the Garden is dedicated. These persons have a duty to conduct the affairs of the Garden in a manner consistent with the purposes to which it is dedicated and not to advance their personal interests. This conflict of interest policy is intended to permit the Garden and its employees to identify, evaluate and address any real, potential, or apparent conflicts of interest that might, in fact or in appearance, call into question their duty of undivided loyalty to the Garden.

1. **Covered Persons**

   All employees of the Garden are “Covered Persons” for the purpose of this Policy.

2. **Related Persons**

   All family members of Covered Persons, including a spouse, child, parent, sibling, grandparent, grandchild, great-grandchild, in-law, or any other person who resides in the same household as a Covered Person are “Related Persons” for the purpose of this Policy.

3. **Transacting Party and Covered Transactions**

   For the purpose of this Policy, a “Transacting Party” is any third party who enters into a transaction with the Garden, or an affiliate of the Garden, where the value of the transaction is $1,000.00 or more. A transaction between the Garden, or any affiliate of the Garden and a Transacting Party shall be deemed a “Covered Transaction” for the purposes of this Policy if a Covered Person and a Related Person collectively own more than ten percent (10%) of the equity of the Transacting Party or if the Covered Party or the Related Party are an officer, director, manager, trustee, partner, employee or consultant to the Transacting Party.

4. **Disclosure, Refrain from Influence, and Recusal**

   When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

   (a) Immediately disclose the existence and circumstances of the Covered Transaction to the Garden’s designated person in writing on the attached form (Exhibit A). Initially, the Designated Person shall be the Executive Vice President unless the Covered Person is the President or the Executive Vice President in which case the Designated Person shall be the Chair of the Audit Committee. All disclosures to the Executive Vice President shall promptly be forwarded to the chair of the Audit Committee.
(b) Refrain from using his or her personal influence to encourage the Garden to enter into the Covered Transaction.

(c) Physically excuse himself or herself from any discussions regarding the Covered Transaction except to answer questions, from the Executive Vice President or the Chair of the Audit Committee or of the Board of Trustees, including discussions and decisions on the subject.

In order to assist the Garden in identifying potential Covered Transactions, each Officer and Division Head annually shall complete a Conflict of Interest Questionnaire provided by the Garden, and shall update such Questionnaire as necessary to reflect changes during the course of the year. Completed Questionnaires shall be returned to the Executive Vice President or Audit Committee Chair, as applicable, and shall be available for inspection by any member of the Audit Committee, the Chair of the Board of Trustees or the Garden’s legal counsel.

5. **Standard for Approval of Covered Transactions**

The Garden may enter into a Covered Transaction where (a) such Covered Transaction does not constitute an act of self dealing, and (b) the Executive Vice President, or if the matter is referred to the Audit Committee, the Chair of the Audit Committee, determines that such Covered Transaction is fair and reasonable to the Garden. The Executive Vice President or Chair of the Audit Committee, as the case may be, may consult with the Garden’s counsel as necessary to ensure that the Transaction does not constitute an act of self dealing.

6. **Administration of Policy**

This policy shall be administered by the Executive Vice President and, if the matter is referred by the Executive Vice President to the Audit Committee, by that Committee. The Executive Vice President or Chair of the Audit Committee, if the matter has been referred, has the responsibility for the following:

(a) reviewing reports regarding the Conflict of Interest Questionnaire;

(b) receiving disclosures of proposed Covered Transactions;

(c) reviewing proposed Covered Transactions to determine whether they meet the above-described standard;

(d) maintaining documentation, or in the case of referral to the Audit Committee, minutes to document its review of Covered Transactions; and

(e) reviewing the operation of this policy and making changes from time to time as it may deem appropriate.

Approved by the Board of Trustees on April 25, 2007.
I have reviewed the Missouri Botanical Garden Conflict of Interest Policy for Employees. I believe that there exists a proposed or actual Covered Transaction as defined in the Policy which may give rise to a conflict of interest. Per the requirements of the Policy, I make the following disclosure of facts with respect to the Covered Transaction to the Executive Vice President in order that the matter may be reviewed:

The Covered Person(s) are as follows:________________________________________________________________

The Related Person(s), if any, are as follows:________________________________________

The Transacting Party(ies) are as follows:________________________________________________________________

The Covered Transaction is described as follows (please use an additional sheet if necessary so that the possible conflict of interest can be fully understood):
__________________________________________________________________________________
__________________________________________________________________________________
__________________________________________________________________________________
__________________________________________________________________________________
__________________________________________________________________________________

If you believe that the Covered Transaction should be approved because it does not represent an act of self dealing and is otherwise in the best interest of the Garden, please set forth your reasons below (please use an additional sheet if necessary to adequately describe the Covered Transaction so that the possible conflict of interest can be fully understood and a fair decision can be made):
__________________________________________________________________________________
__________________________________________________________________________________
__________________________________________________________________________________
__________________________________________________________________________________
__________________________________________________________________________________
__________________________________________________________________________________

Date:_________________ Signed________________________________________

Please print your name: __________________________