



# CONGRESSIONAL MEDAL *of* HONOR FOUNDATION

1501 Lee Highway, Suite 300 • Arlington, VA 22209 • 703.469.1861 • [www.cmohfoundation.org](http://www.cmohfoundation.org)

## Medal of Honor Recipient Directors

Donald E. Ballard   H.C. "Barney" Barnum   Patrick H. Brady   Paul W. Bucha   Bruce P. Crandall   Drew D. Dix  
Harold A. Fritz   Joe M. Jackson   Jack H. Jacobs   Thomas G. Kelley   Brian M. Thacker   Leo K. Thorsness

March 14, 2013

## Medal of Honor Foundation, Inc. Conflict of Interest Policy

### CMOHF By-Laws: Article XII – Officer & Director Conflicts of Interest

Section 12-1: Annual Disclosure. Before any Officer or Director takes his or her seat in office or on the Board, and annually during his or her term, each Officer and Director shall submit in writing to the Chairman a list of all businesses or other organizations (a) of which he or she is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder, employee or agent, or in which he or she otherwise has a material financial interest, and (b) with which the Foundation has, or might foreseeably enter into, a relationship or a transaction in which the Officer or Director has or would have an interest potentially in conflict with that of the Foundation. Any similar interest of an immediate family member of an Officer or Director shall be deemed a conflicting interest of such Officer or Director and requires such disclosure. The Chairman shall become familiar with the statements of all Officers and Directors in order to guide his conduct should a conflict arise.

Section 12-2: Procedure at Board Meetings. At such time as any matter comes before the Board in such a way as to give rise to a conflict of interest, the interested Officer or Director shall inform the Chairman and President of the potential conflict, whether or not previously disclosed in a written statement. After answering any questions that might be asked of such Officer or Director, he or she shall withdraw from the discussion for so long as the matter shall continue under discussion. Should the matter be brought to a vote, neither the interested Director nor any other Director having a pecuniary benefit in a transaction with the Foundation shall vote on it. A two-thirds (66<sup>2/3</sup>%) vote of the Directors attending a meeting at which a quorum is present is required to authorize any transaction or other matter in which an Officer or Director has a potential conflict of interest.

Section 12-3: Quorum. The presence of an interested Director or a Director who is otherwise not disinterested and who may not vote on the matter may be counted in determining whether a quorum is present.

**Jack H. Jacobs**

*Co-Chairman*

**Louis R. Chênevert**

*Co-Chairman*

*Former Chairman & CEO*

*United Technologies Corporation*

**Richard A. Grasso**

*Vice Chairman*

*Former Chairman*

*New York Stock Exchange*

**W. Thomas Matthews**

*Treasurer*

*Former CEO*

*Citi Smith Barney*

**Bruce Brereton**

*Secretary*

*Former Managing Director*

*Smith Barney*

**Ronald T. Rand**

*President & CEO*

**Kevin N. Ainsworth**

*General Counsel*

*Partner*

*Mintz, Levin, Cohn, Ferris, Glovsky*

*and Popeo, PC*

**Harold A. Fritz**

*President*

*Medal of Honor Society*

**Bruce N. Whitman**

*Immediate Past Co-Chairman*

*Chairman, President & CEO*

*FlightSafety International*

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**James F. Albaugh**

*Senior Advisor*

*The Blackstone Group*

**Wesley G. Bush**

*Chairman, CEO & President*

*Northrop Grumman Corporation*

**John L. Glotzbach**

*Managing Director*

*Morgan Stanley*

**Alex Gorsky**

*Chairman & CEO*

*Johnson & Johnson*

**Marilyn A. Hewson**

*Chairman, President & CEO*

*Lockheed Martin Corporation*

**David L. Joyce**

*President & CEO*

*General Electric Aviation*

**Thomas A. Kennedy**

*Chairman & CEO*

*Raytheon Company*

**Kenneth G. Langone**

*President & COO*

*Invemed Associates*

**Bruce R. McCaw**

*Co-Chairman, Apex Foundation*

*Co-Chairman, Talaris Foundation*

**David J. McIntyre, Jr.**

*President & CEO*

*TriWest Healthcare Alliance*

**Dennis A. Muilenburg**

*Vice Chairman, President & COO*

*The Boeing Company*

**Duncan L. Niederauer**

*Former CEO & Director*

*NYSE Euronext*

**Phebe N. Novakovic**

*Chairman & CEO*

*General Dynamics Corporation*

**Alexander W. Rangos**

*Chairman & CEO*

*CarSpa*

**Lenny Sands**

*Chairman, Capital Brands, LLC*

**Jay E. Town**

*Assistant District Attorney*

*Madison County, Alabama*