

Conflict of Interest Policy

Effective Date: March 10, 2026

Approved by the Vision Share Board of Directors

1. Purpose

The purpose of this Conflict-of-Interest Policy is to protect the interests of Vision Share (the “Organization”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, committee member, or key employee.

Vision Share is committed to maintaining the highest standards of integrity, transparency, and ethical stewardship in its global coordination of corneal tissue placement, research facilitation, and international partnerships.

2. Covered Individuals

This policy applies to:

- Members of the Board of Directors
- Officers
- Committee members with board-delegated powers
- Key employees and senior staff

Each is referred to in this policy as an “Interested Person.”

3. Definition of Conflict of Interest

A conflict of interest exists when an Interested Person has a direct or indirect financial or personal interest that could improperly influence, or appear to influence, their decision-making on behalf of Vision Share.

A financial interest includes, but is not limited to:

- Ownership or investment interest in an entity doing business with Vision Share
- Compensation arrangement with Vision Share or a partnering organization
- Potential ownership, compensation, or financial benefit from a transaction under consideration

Given Vision Share's coordination with eye banks, surgeons, research institutions, and international partners, special care must be taken to disclose any relationships that could influence placement decisions, reimbursement structures, vendor contracts, or grant allocations.

4. Duty to Disclose

An Interested Person must disclose the existence of any actual or potential conflict of interest to the Board of Directors or appropriate committee before any discussion or vote on the matter.

Disclosure must include:

- The nature of the financial or personal interest
- The relevant entity or relationship
- Any potential benefit to the Interested Person

5. Determining Whether a Conflict Exists

After disclosure:

- The Interested Person shall leave the meeting while the conflict is discussed and voted upon.
- The remaining Board members shall determine whether a conflict of interest exists.

6. Procedures for Addressing the Conflict

If a conflict is determined to exist:

- The Interested Person shall not participate in discussion or vote on the matter.
- The Board may appoint a disinterested person or committee to investigate alternatives.
- The Board shall determine whether Vision Share can obtain a more advantageous arrangement without the conflict.
- If not, the Board shall decide whether the transaction is fair, reasonable, and in the Organization's best interest.

7. Documentation

The minutes of Board and committee meetings shall reflect:

- The disclosure of the conflict
- The names of persons present
- The discussion and alternatives considered
- The vote taken

8. Annual Statements

Each director, officer, and key employee shall annually review and submit a written disclosure statement confirming compliance and disclosing any conflicts.

9. Violations of the Policy

If the Board has reasonable cause to believe an individual has failed to disclose an actual or possible conflict, it shall inform the individual and provide an opportunity to explain.

If a violation is confirmed, the Board may take appropriate corrective action.

10. Periodic Review

To ensure Vision Share operates in a manner consistent with charitable purposes and does not engage in activities that jeopardize its tax-exempt status, the Board shall periodically review:

- Compensation arrangements
- Vendor relationships
- Partnerships
- Grant allocations

Certification

I have received, read, and understand the Vision Share Conflict of Interest Policy and agree to comply.

Name: _____

Signature: _____

Date: _____