

**CONFLICTS OF INTEREST POLICY OF
BOARD OF TRUSTEES OF
NEW YORK PUBLIC RADIO**

Members of the New York Public Radio Board of Trustees are expected to perform their duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner the Trustee reasonably believes to be in the best interests of the mission, goals and purposes of NYPR.

Procedures for Disclosure.

Prior to election to the Board of Trustees, and annually thereafter, all Trustees must complete the attached Disclosure Statement. In it they must disclose, to the best of their knowledge, whether or not they have any Personal Interest (as defined below). The General Counsel will provide a copy of all completed Disclosure Statements to the Chair of NYPR's Audit Committee.

If at any time during his or her term of service a Trustee becomes aware of any Personal Interest, he or she must inform the Board and the General Counsel of the Personal Interest in writing. The General Counsel will promptly report all new disclosures to the Chair of NYPR's Audit Committee.

Definition of "Personal Interest". Whether a Trustee has a Personal Interest in a matter will be determined by whether that Trustee or an immediate relative or resident in the same household, or an organization in which such persons work or serve in a fiduciary capacity, would have a significant economic interest in a decision on the matter by the Board or Committee.

Records. Determinations and discussions regarding any Trustee's Personal Interest must be documented in NYPR's records, including in the minutes of any meeting at which the Personal Interest was discussed or voted upon.

Voting. No Trustee may vote on any matter in which he or she has a Personal Interest.

Non-Participation. The Board or members of a Committee must ask any Trustee who has a Personal Interest in a matter not to participate and to leave the room at the Board meeting or Committee meeting in which discussion regarding that matter is carried on.

No Improper Influence. The Trustee who has a Personal Interest may not influence the deliberation or voting on the matter giving rise to the Personal Interest.

Contract Review. If a contract is proposed for approval by the Board in which a Trustee has a Personal Interest, the Board must, by a majority vote of the disinterested Directors entitled to vote on the matter, decide that NYPR will or will not execute such contract. In reaching its decision, the Board must adhere to the legal requirements applicable to approval of such contracts. The crux of those requirements is that taking into account the terms of possible alternatives, the proposed contract is fair, reasonable and in the best interest of NYPR. All action regarding such contracts must be recorded in the minutes of the Board.

Disclosure Statement

NEW YORK PUBLIC RADIO BOARD OF TRUSTEES CONFLICT OF INTEREST DISCLOSURE STATEMENT

I have read the Conflict of Interest Policy of the Board of Trustees of New York Public Radio. To the best of my knowledge, except as disclosed in the attached statement, I do not have a Personal Interest, as defined in the Policy.

(A) Without exception /___/

(B) Except as described in the attached statement /___/

If any situation should arise in the future which I think may constitute a Personal Interest, I will promptly disclose the Personal Interest to the Board and to the General Counsel.

Date: _____

Signature: _____

Print Name: _____