Global Compact Network USA, Inc. (NUSA)

Board Member Conflict-of-Interest Statement

(IRS Form 990 Tax Questionnaire)

Name:  

Occupation/Employer:  

Members of any Global Compact Network USA, Inc. (Global Compact Network USA) Board/Committee as well as other interested persons should complete this form annually in order to disclose any conflicts of interest and to provide information needed to properly complete information on IRS Form 990, Return of Organization Exempt From Income Tax. A new disclosure should be completed in any situation where a potential conflict of interest arises, and at the time of appointment or election of new Board / Committee members.

The definitions contained at the beginning of this questionnaire are important to understand in connection with this form.

1. Please identify your relationship with Global Compact Network USA

Please complete only the question(s) that apply to your status with Global Compact Network USA for the organization's fiscal year.

For purposes of this questionnaire, "Global Compact Network USA" includes itself as the parent organization as well as all of its related organizations.

See Exhibit A for a listing of the related organizations of Global Compact Network USA. See Exhibit A for a listing of the officers, directors, trustees, and key employees of Global Compact Network USA and its related organizations (as well as applicable former officers, director, trustees, and key employees).

If you have any questions, please contact ____________ at ________________.
**Definitions**

**Business transactions / relationships.** Business transactions/relationships include but are not limited to contracts of sale, lease, license, and performance of services, whether initiated during the organization’s tax year or ongoing from a prior year. Business transactions/relationships also include joint ventures, whether new or ongoing, in which either the profits or capital interest of the organization and of the interested person each exceeds 10%. A business transaction also includes a transaction between Global Compact Network USA and a management company of which a former officer, director, trustee, or key employee of Global Compact Network USA (within the last five tax years) is a direct or indirect 35% owner, or an officer, director, trustee, or key employee.

**Compensation** means all forms of cash and non-cash payments or benefits provided in exchange for services, including salary and wages, bonuses, severance payments, deferred payments, retirement benefits, fringe benefits, and other financial arrangements or transactions such as personal vehicles, meals, housing, personal and family educational benefits, below-market loans, payment of personal or family travel, entertainment, and personal use of the organization’s property.

**Family member, family relationship** means the family of an individual and includes only his or her spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great grandchildren and spouses of brothers, sisters, children, grandchildren, and great grandchildren.

**Related Business** means any business that you or a family member has an investment or ownership interest in or in which you or a family member is an officer or director.

**Question #1:**

*To be completed by Voting Members of the Governing Body:*

i) Were you compensated as an officer or other employee of Global Compact Network USA or of a related organization?

   Yes ____   No ____

ii) Did you receive total compensation or other payments exceeding $10,000 during the organization's tax year from Global Compact Network USA or from related organizations as an independent contractor?

   Yes ____   No ____
**Question #2:**

*To be completed by All Officers, Directors, Trustees, and Key Employees:*

i) Did you have a family relationship with any other officer, director, trustee, or key employee of Global Compact Network USA?

__ Yes  __ No

ii) Please indicate whether you have any of the business relationships with any other officer, director, trustee, or key employee as described below:

a) Is one person is employed by the other in a sole proprietorship or by an organization with which the other is associated as a trustee, director, officer, key employee, or greater-than-35% owner?

__ Yes  __ No

b) Are you transacting business with another trustee, director, officer, or key employee (other than in the ordinary course of either party’s business on the same terms as are generally offered to the public), directly or indirectly, in one or more contracts of sale, lease, license, loan, performance of services, or other transaction involving transfers of cash or property valued in excess of $10,000 in the aggregate during the organization’s tax year (indirect transactions are transactions with an organization with which the one person is associated as a trustee, director, officer, key employee, or greater-than-35% owner or where the two persons are each a director, trustee, officer, or greater than 10% owner in the same business or investment entity)? Note that for purposes of this question, a “business relationship” does not include a relationship between (1) attorney and client, (2) medical professional (including psychologist) and patient, or (3) priest/clergy and penitent/communicant.

__ Yes  __ No

c) Are you and another director, trustee, officer, or key employee each a director, trustee, officer, or greater than 10% owner in the same business or investment entity?

__ Yes  __ No

If "Yes" for any of the above questions, please provide below a statement that identifies such individuals and explains such relationships (e.g., family relationship or business relationship).
**Question #3:**

*To be completed by Current and Former Officers, Directors, Trustees, and Key Employees; Substantial Contributors; and Members of a Grant Selection Committee:*

Did Global Compact Network USA provide you or a related person with a grant or any other assistance?

__ Yes __ No

For this question, a related person, means:

- member of Global Compact Network USA’s grant selection committee,
- a family member of any of Global Compact Network USA’s current or former officers, directors, trustees, or key employees, of substantial contributors, or of members of Global Compact Network USA’s grant selection committee,
- a 35% controlled entity of any of the Global Compact Network USA’s current or former officers, directors, trustees, or key employees; of a substantial contributor; or of a member of Global Compact Network USA’s grant selection committee, or
- an employee (or child of an employee) of a substantial contributor or of a 35% controlled entity of a substantial contributor, but only if the employee (or child of an employee) received the grant or assistance by the direction or advice of the substantial contributor or 35% controlled entity, or pursuant to a program funded by the substantial contributor that was intended primarily to benefit such employees (or their children).

If "Yes", please provide below a statement that identifies your relationship with Global Compact Network USA and the amount of such grants or a description of the assistance and an estimate of its value.

**Question #4:**

*To be completed by Current and Former Officers, Directors, Trustees, and Key Employees:*

During the tax year, did you:

A. Have a direct business relationship with Global Compact Network USA (other than as an officer, director, trustee, or key employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other current or former officers, directors, trustees, or key employees and/or their family members)?

__ Yes __ No
B. Have a family member who had a direct or indirect business relationship with Global Compact Network USA?

__ Yes __ No

C. Serve at the time of a business transaction as an
   • an officer, a director, a trustee, a key employee,
   • a partner or member with an ownership interest in excess of 5% if the entity is treated as a partnership (including ownership by a family member), or
   • a shareholder with an ownership interest in excess of 5% if the entity is a professional corporation (including ownership by a family member)
   of an entity (other than a tax-exempt organization under section 501(c)) doing business with Global Compact Network USA?

__ Yes __ No

If "Yes", please provide below a statement that identifies the name of the interested person, relationship between the interested person and Global Compact Network USA, the amount of the transaction, a description of the transaction, and whether the interested person shared in the revenues of Global Compact Network USA.

Name: __________________________
Signed: _________________________
_______________________________
Date: ___________________________
Exhibit A

[Current Members of the Board of Directors]

- Brian Lowry, Chair
  Deputy General Counsel, Office of Policy, Stewardship, Regulation & Government - Monsanto
- Paul Boykas, Secretary
  Vice President, Public Policy & Government Affairs - PepsiCo
- Evan Harvey, Treasurer
  Managing Director of Corporate Responsibility - NASDAQ
- Amy Augustine, Director
  Senior Director, Corporate Program - Ceres
- Valerie Smith, Director
  Director of Corporate Responsibility - Citigroup