

**CONFLICTS OF INTEREST POLICY OF
BOARD OF TRUSTEES OF
WNYC RADIO**

Members of the WNYC 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 WNYC.

Disclosure.

Prior to election to the Board of Trustees, and annually thereafter, all Trustees shall disclose in writing, to the best of their knowledge, any Personal Interest (as defined below) in any corporation or other organization which provides goods or professional or other services to the Corporation for a fee or other compensation.

If at any time during his or her term of service a Trustee has any Personal Interest which may pose a conflict of interest, he or she shall take steps reasonably appropriate to ensure that the Board or relevant committee has knowledge of this Personal Interest.

Definition of "Personal Interest". Whether a Trustee has a Personal Interest in a matter shall be determined by whether that Trustee or an immediate relative resident in the same household (or a concern 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.

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

Non-Participation. The Board or members of a committee may, by majority vote, ask any Trustee who has a Personal Interest in a matter not to participate, or to leave the room at the board meeting or committee meeting in which discussion regarding that matter is carried on.

Contract Review. If a contract is proposed for approval by the Board in which a Trustee has a Personal Interest, the Board shall, by a majority vote of the disinterested Directors entitled to vote on the matter,

decide that the Corporation shall or shall not execute such contract. In reaching its decision, the Board shall 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 the Corporation. All action regarding such contracts shall be recorded in the minutes of the Board.

Disclosure Statement

WNYC RADIO BOARD OF TRUSTEES

CONFLICT OF INTEREST DISCLOSURE STATEMENT

I have read the Conflict of Interest Policy of the Board of Trustees of WNYC 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, requiring disclosure.

(A) Without exception /___/

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

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly disclose the conflict to the Board.

Date: _____

Signature: _____

Print Name: _____