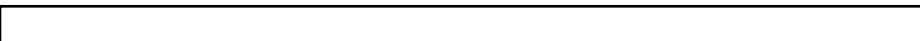


may give rise to a conflict of interest, including those that may result in an excess benefit transaction under Section 4958 of the Internal Revenue Code and/or a Related Party Transaction under Section 715 of the New York Not-for-Profit Corporation Law; and (ii) set forth the appropriate procedures for monitoring, reporting and addressing conflicts in accordance with legal requirements and fiduciary duties.

This Policy applies to all members of the University's Board of Trustees (the "Board"). The Policy also applies to the following individuals as designated by the General Counsel from time to time: members of the boards of the constituent schools of the University, all persons who serve on a University committee or a committee of a constituent school's board, University officers and Key Persons (as defined herein) of the University. This Policy will also apply to the Board of Trustees of Rabbi Isaac Elchanan Theological Seminary, the Board of Trustees of Yeshiva University High Schools, the Board of Directors of Yeshiva University Museum and the Board of Directors of Yeshiva Endowment Foundation, Inc. (the foregoing together with the University's Board of Trustees, collectively, the "Fiduciary Boards") upon its adoption thereby. These boards and committees are referred to in this Policy as "covered boards and committees," and the individual members of the covered boards and committees and officers and designated Key Persons are referred to in this policy as "covered persons" or "covered person." All covered persons are expected to be familiar with, and adhere to, this Policy.

The Governance Committee of the Board shall oversee this Policy and authorize



The Governance Committee of the Board, in consultation with the General Counsel, shall have the authority to address any non-compliance by covered persons with the requirements of this provision and other provisions of this Policy and may, on the basis of such non-compliance, recommend to the appropriate board or officer removal or other actions with respect to any covered person who fails to comply with this policy.

Transaction Monitoring

endowment and similar investment assets of the University and its affiliated institutions (a “Related Party Investment Transaction”):

No member of the Investment Oversight Committee, University Investment Committee, Audit Committee, Governance Committee, or any Relative of any such member or any of the President, Chief Financial Officer, Chief Investment Officer, General Counsel or any officer or employee who works in the University's investment office or any Relative of any such person may engage in a Related Party Investment Transaction. There will be absolutely no exceptions to this policy. The General Counsel may, from time to time designate additional officers and employees of the University to which this policy applies.

The establishment of ordinary course banking relationships that are not otherwise subject to approval by the Board’s Investment Oversight Committee or review by the University Investment Committee will not constitute "Related Party Investment Transactions." Investment Oversight Committee members and University Investment Committee members should be sensitive to concerns about the appearance of conflict of interest in other situations as well. These may involve instances in which the manager or principal of a fund or other entity has significant ties to the University, such as a member of a non-Fiduciary Board or committee, even if not a covered person within the coverage of this policy, or has a relationship with a covered person. While it is neither feasible nor prudent to try to identify every circumstance that might entail appearance of conflict, the risk of perceived conflict, and the attendant reputational risks to the University, are among the considerations that Committee members should weigh.

Procedures for Addressing Related Party Transactions and Conflicts of Interest.

After disclosure by a covered person of all material facts of the transaction or other arrangement giving rise to a potential conflict of interest, the General Counsel of the University (or a lawyer in the Office of General Counsel designated by the General Counsel of the University) and the Chair of the Governance Committee (or a member of the Governance Committee designated by the Chair) will determine whether the transaction or other arrangement requires review by the

The names of the persons who disclosed or otherwise were determined to

