



Conflict of Interest and Confidentiality Policy

The ASTS and the ASTS Foundation (“ASTS”) are governed by the ASTS Council and the ASTS Foundation Board (“ASTS Council/Board”). ASTS Council/Board members must reflect the highest standards of ethical behavior, integrity, and public responsibility. See **Appendix A** for the complete conflict of interest and confidentiality form that must be completed by all Council members on an annual basis.

ASTS recognizes the inherent right of each ASTS Council/Board member to pursue interests outside their responsibilities to the ASTS Council/Board. However, these outside interests may affect a transaction in which ASTS is involved or diminish the ability of the ASTS Council/Board to conduct objective and unbiased decision-making. ASTS Council/Board members are required to safeguard ASTS confidential information and not use any ASTS information for personal gain or benefit. While it is not practical to enumerate all situations that might pose conflicts with ASTS, the examples given below highlight some of the relationships that must be disclosed and managed. It is considered a conflict of interest for an ASTS Council/Board member to:

1. Knowingly engage in any activity or take any position which conflicts with, or has the potential to conflict with, the objectives and purposes of ASTS
2. Serve in a fiduciary role for another organization that competes with ASTS or takes public positions adverse to those of ASTS.
3. Benefit financially as a result of his or her role with ASTS to the detriment of ASTS.

Advanced Disclosure Requirement and Reporting Procedure

To ensure accurate, up to date information, each ASTS Council/Board member shall review his or her disclosure statement during face-to-face meetings and update as necessary between meetings. Each ASTS Council/Board member shall describe clearly his or her interest in each such issue, subject, person or entity on this form and return to the ASTS Executive Director. The information on this form shall be reviewed by the President and Executive Director, and shared with the ASTS Council/Board if relevant to the discussion at hand.

Each ASTS Council/Board member shall complete and sign a conflict of interest disclosure form prior to the beginning of his/her term. Disclosure forms shall be updated at each face-to-face meeting thereafter, and a new original form shall be completed and signed annually.



Immediate Disclosure Requirement and Reporting Procedure

When the ASTS addresses an issue, subject, person or entity in which an ASTS Council/Board member has a financial or other interest that is not documented on their current disclosure form, s/he shall immediately disclose the potential conflict. If an ASTS Council/Board member is aware of a conflict of interest prior to the beginning of an ASTS Council/Board meeting or teleconference (e.g., upon reading the previous minutes), the councilor/director shall disclose the conflict of interest to the ASTS Executive Director.

If the conflict of interest is discovered during an ASTS Council/Board meeting or call, the ASTS Council/Board member shall immediately inform the ASTS Council/ Board. If an ASTS Council/Board member feels that the issue requires confidential treatment, s/he shall inform the President, who shall decide whether the ASTS Council/Board should be informed. If the President has a conflict of interest that s/he feels requires confidential treatment, s/he shall inform the Immediate Past president, who shall in turn decide whether the ASTS Council/Board should be informed.

Procedure for Managing Conflict of Interest

Information suggesting an actual or potential conflict of interest shall be communicated to the President, the ASTS Council/Board, and/or the ASTS Executive Director. For each issue raised on an updated annual disclosure form or on an ad hoc basis, a determination shall be made regarding the need for an ASTS Council/Board member's participation to be altered. The ASTS Council/Board member may voluntarily recuse him/herself from discussion and/or voting on the basis of a conflict of interest. In addition, the ASTS Council/Board may require that an ASTS Council/Board member: (a) refrain from voting on the issue, (b) not participate in either the discussion or the vote on the issue, (c) leave the room during discussion and voting on the issue, or (d) explain his or her interest in the matter fully so the ASTS Council/Board may weigh the ASTS Council/Board member's further participation.

Statement of Confidentiality

As part of the duty of loyalty, each ASTS Council/Board member acknowledges, and commits to fulfill, the obligation to maintain at all times the confidentiality of proprietary and sensitive information regarding ASTS and to utilize such information only to promote the best interests of ASTS. Proprietary and sensitive information includes but is not limited to financial data and records, business plans, competitive strategies, and any other information that, if disclosed to other parties, might harm ASTS or its reputation, impede or undermine an ASTS activity or initiative, or assist a person, firm, or association that is competitive with ASTS. ASTS Council/Board members shall not use or disclose confidential information except as authorized by ASTS, and shall prevent unauthorized disclosure.