THE NEW YORK PUBLIC LIBRARY,  
ASTOR, LENOX AND TILDEN FOUNDATIONS  

ETHICS AND CONFLICTS POLICY  
FOR TRUSTEES, OFFICERS AND KEY EMPLOYEES

Introduction
The New York Public Library, Astor, Lenox and Tilden Foundations (the “Library”) is one of the largest and most respected library systems in the world. The Library is dedicated to maintaining excellence in providing library services to the public. The issue of public trust demands that Library Trustees, Officers, and “Key Employees,” all as defined in Appendix A below (together, “Covered Persons”) act with integrity in accordance with the highest ethical standards.

Covered Persons act to shape the future of the Library. In doing so, Covered Persons shall oversee the management of the Library’s assets, including its collections, programs, facilities, financial assets and staff, to ensure they are effectively protected, maintained and developed in support of the Library’s mission, objectives and purposes as established by the Library’s Charter, Bylaws and Mission Statement.

1. Compliance with Laws and Other Standards
Covered Persons are expected to comply with all applicable local, state and federal laws and international conventions, the ethical standards set forth in this Conflicts and Ethics Policy (the “Policy”), and any additional standards set forth by organizations relevant to the particular profession(s) of each Covered Person. In case of any conflict or inconsistency between this Policy and any other relevant ethical standards, Covered Persons should comply with the most stringent provision in order to ensure the highest level of integrity.1

2. Fiduciary Duties
Trustees and Officers owe the fiduciary duties of care, loyalty and obedience to the Library. The duty of care requires Trustees and Officers to exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances. The duty of loyalty requires Trustees and Officers to faithfully pursue the interests of the Library rather than their own financial or other interests or those of another person or organization. The duty of obedience requires Trustees and Officers to act with fidelity to the Library’s mission. Although Key Employees do not owe statutory fiduciary duties to the Library, they too are expected to conduct themselves in a manner that fulfills the duties of care, loyalty, and obedience.

1 Library Officers and Key Employees who are paid employees of the Library are subject to the Library’s Ethics and Conflicts Policy for Employees as well as to this Policy.
As such, Covered Persons shall be attentive to the Library’s activities and finances. Trustees shall oversee the way in which the Library’s assets and affairs are managed. Officers and Key Employees who are paid employees of the Library shall be actively engaged in such management. This includes attending and participating in meetings, reading and understanding financial statements, asking questions and exercising sound judgment. Breach of any fiduciary duty by a Trustee or Officer may subject such person to financial or legal consequences and may result in removal from his or her position as a Trustee or Officer.

Covered Persons should keep in mind that any action taken by them as individuals may reflect on, or be attributed to, the Library. No Covered Person shall misuse the Library’s name, reputation, property or services, nor shall any Covered Person compromise the Library’s goodwill.

3. Conflicts of Interest

A. General

The Library is committed to transparency and openness in its operations. In particular, as a not-for-profit organization exempt from Federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, the Library is subject to tax and other legal requirements, including prohibitions against private inurement and private benefit and state requirements relating to conflicts of interest. Further, in order to meet the Library’s annual disclosure requirements of IRS Form 990 (Return of Organization Exempt from Income Tax), the Library must gather and report certain information with respect to Trustees and their relationships to the Library and with one another.

In order to promote transparency and openness, to address these tax and legal requirements, and to address other issues of potential conflicts of interest, the Board of Trustees has adopted this Policy.

B. Conflicts of Interest—Defined

A conflict of interest exists (i) when there is any proposed transaction, agreement, or arrangement involving the Library, including but not limited to grants, business transactions, compensation arrangements, or investments, in which a Covered Person or a “Related Party,” as defined in Appendix A below, has any actual or potential involvement, interest, or relationship, either directly or indirectly; or (ii) when a Covered Person or Related Party receives a personal, business, or other benefit as a result of such person’s affiliation with the Library.

C. Avoidance of Conflict of Interest

Each Covered Person shall exercise care to ensure that no harm to the Library’s interests results from a conflict of interest between the Library’s interests and any personal, business or other interests of the Covered Person or any Related Party of such Covered Person. Covered Persons should avoid situations in which a conflict of interest, or the appearance of a conflict of interest, could arise.
D. Duty to Disclose Conflict of Interest; Recusal

If any Covered Person or Related Party of such Covered Person has, or reasonably expects to have, interests or affiliations that could be construed as creating a conflict or the appearance of a conflict, such Covered Person must promptly and in good faith disclose such conflict to the Audit Committee or the Board of Trustees. Any person having a conflict must refrain from participating in or attempting to influence any decisions or votes regarding the matter under consideration, and must retire from the meeting during any deliberations or votes on such matter.

E. Evaluation of Potential Conflict of Interest

1. The Audit Committee or the Board of Trustees, as the case may be, shall review the information relating to any potential or actual conflict of interest and shall take one of the following actions as the Audit Committee or the Board of Trustees deems appropriate: (i) finding that no conflict or potential conflict exists; (ii) finding that a conflict or potential conflict exists and that the situation resulting in such conflict should cease or not be permitted to proceed; or (iii) finding that, although a conflict or potential conflict exists, it can be permitted to proceed in a manner satisfactory to the Audit Committee or the Board of Trustees. Any proposed transaction in which a Covered Person or Related Party has a conflict of interest must be approved by the vote of a majority of the directors of the Audit Committee or the Board of Trustees, not including the interested individual. In approving any such transaction, the Audit Committee or the Board of Trustees must make a determination that the transaction is fair, reasonable, and in the Library’s best interest. If a Covered Person or Related Party has a “substantial financial interest” in the transaction, within the meaning of New York law, the Audit Committee or the Board of Trustees must consider alternative transactions to the extent available.

2. At the request of the Audit Committee or the Board of Trustees, as the case may be, the Covered Person associated with a potential conflict of interest may be present at the meeting(s) held to evaluate the potential conflict of interest in order to respond to questions and elaborate on the information presented; however, as stated above in Section 3(D), such Covered Person shall leave the meeting during any deliberation or vote relating to such matter and is prohibited from participating in or attempting to influence the deliberation or voting with respect to such matter.

3. In all cases, the minutes of the meeting of the Audit Committee or the Board of Trustees, as the case may be, shall reflect that the conflict of interest was disclosed, the resolution of the conflict of interest and determinations made, and that the interested person did not vote and was not present during deliberations and vote. If alternative transactions were required to be considered due to the presence of a substantial financial interest, the minutes shall document such consideration as well. A copy of the final decision and/or recommendation shall be provided to the Covered Person. Copies of all written decisions and/or recommendations shall be promptly forwarded to the Legal Department, which shall maintain a central repository for all such written decisions and/or recommendations.
F. Accessibility of Information

The Audit Committee or the Board of Trustees, as applicable, may request from Covered Persons information relevant to ensuring compliance with this Policy. Because the integrity, and therefore, the credibility of the Library are enhanced by disclosure, Covered Persons shall provide any relevant information reasonably requested.

G. Confidentiality in Review

Persons to whom disclosures are made shall take reasonable steps, subject to applicable legal requirements, to ensure the confidentiality of the disclosure. All information relating to an actual or potential conflict of interest shall be handled confidentially unless public disclosure is part of the conflict of interest management plan or is required by law.

H. Candidates for Covered Person Positions

The Nominating Committee shall, in considering candidates for the Board of Trustees, ascertain whether the candidate, or a Related Party of the candidate, has any direct or indirect personal, business or other interests or affiliations that could be construed as giving rise to an actual or potential conflict of interest that should be reported to the Board of Trustees or the Audit Committee prior to the candidate’s nomination being acted upon by the Board. Both the Nominating Committee and the President and Chief Executive Officer shall coordinate their consideration of candidates for Covered Person positions with the Library’s General Counsel in order to facilitate completion of the required Conflicts Statement and associated Questionnaire in advance of election or appointment of such candidates.

4. Interpretation

This Policy cannot describe all potential conflicts of interest that may arise, and its application may be uncertain at times. Covered Persons should exercise the highest standards of ethical judgment and err on the side of caution. Attached hereto as Appendix B is a list of examples to assist Covered Persons in determining whether a conflict of interest may exist. Covered Persons are encouraged to consult with the General Counsel if they have any questions as to the applicability of this Policy to a particular situation.

5. Policy Distribution/Conflict of Interest Statement

Proposed new Covered Persons shall be provided with a copy of this Policy prior to election to the Board or appointment as an Officer or Key Employee. Upon receipt, each proposed new Covered Person shall promptly complete, sign and return the Conflict of Interest Statement and associated Questionnaire.

Each Covered Person shall be provided with a copy of this Policy on an annual basis. Upon receipt, each Covered Person shall promptly complete, sign and return the Conflict of Interest Statement and associated Questionnaire.
The associated Questionnaire must include a requirement that each Covered Person disclose in writing to the best of his or her knowledge: (i) any entity of which such Covered Person is an officer, director, trustee, member, owner (either as a sole proprietor or partner), or employee and with which the Library has a relationship, and (ii) any transaction in which the Library is a participant and in which such Covered Person might have a conflicting interest.

All Statements and Questionnaires shall be submitted to the Secretary of the Library, who will be responsible for their retention and for providing copies to the Chairman of the Audit Committee and a summary thereof to the members of the Audit Committee no less frequently than annually.

6. Ethics

A. Library Resources

Covered Persons shall use Library resources for Library business only and not for personal gain or at the expense of patrons provided, however, that they may use Library resources in the same manner as any member of the general public. Library resources include, but are not limited to, the Library’s collections, supplies, equipment, staff and premises. In addition, the name, reputation and goodwill of the Library are valuable assets and should not be used by Covered Persons for personal advantage or for the advantage of any other person or entity.

B. Confidential Information

Unless otherwise required by law, Covered Persons shall not disclose confidential information obtained in the course of their duties for the Library. Confidential information is any information that is not generally available to the public. The obligation to keep such information confidential shall continue after the cessation of a Covered Person’s official relationship with the Library (i.e., the cessation of a Trustee’s term on the Board of Trustees, the cessation of an Officer’s term as an officer of the Library, or the cessation of a Key Employee’s employment at or other relationship with the Library).

C. Personal Collecting

No Covered Person or Related Party may knowingly compete, directly or indirectly, with the Library for the purchase of collection items of interest to the Library.

No Covered Person or Related Party may directly or indirectly sell collection items to the Library except at a price substantially below fair market value, as determined by an independent appraisal, and upon terms otherwise approved in accordance with the Library’s standard policies and procedures with respect to acquisitions.

In the rare circumstances in which materials are deaccessioned from the collections of The Research Libraries or the Special Branch Research Collections in accordance with The Research Libraries Statement of Policy on the Deaccession and Disposition of Library Materials or the Library’s Policy Regarding Withdrawal of Branch Libraries Materials and Gifts, or any successor policies thereto, as applicable, no Covered Person or Related Party may purchase items deaccessioned from such collections directly or indirectly from the Library.
D. Trustee-Staff Relationship

Covered Persons should not use their position to obtain unreasonable or excessive services or expertise from Library staff. Trustees and Officers and their Related Parties shall not serve as paid employees of the Library unless approved in advance by the Board, the Audit Committee, or such other committee as the Board shall so authorize.

E. Gifts

Covered Persons shall avoid activity that could be construed as illegal, improper or corrupt. In order to avoid the appearance of impropriety, Covered Persons and Related Parties may not knowingly accept, in connection with their official relationship with the Library or their performance of any duty to the Library, gifts with a value of $100 or more from any one source in a calendar year (including a discount or special price on personal purchases) from any individual or organization that does business with, or that wishes to do business with, the Library.

Notwithstanding the provisions of the previous paragraph, trivial gifts in the nature of mementos need not be returned nor a friendly dinner invitation declined if it would cause unnecessary offense. Lunches, dinners or other customary entertainment that would be appropriate to be reimbursed as a business expense may be accepted, except where the acceptance would compromise, or could reasonably be perceived to compromise, the judgment of the Covered Person or the reputation of the Library. Gifts of cash or cash equivalents (e.g., gift cards) may never be accepted.
Appendix A

Definitions

The following are “Related Parties”:

1. Covered Persons.
2. The following living relatives of each Covered Person:
   a. His or her ancestors
   b. His or her siblings and half-siblings
   c. The spouses of his or her siblings and half-siblings
   d. His or her spouse or domestic partner
   e. His or her children, grandchildren, and great-grandchildren
   f. The spouse of each of his or her children, grandchildren, and great-grandchildren.
3. The following entities and trusts:
   a. Any entity or trust of which any individual described in paragraphs 1 or 2 above serves as a director, trustee, officer, or employee.
   b. Any entity or trust in which any one or more individuals described in paragraphs 1 or 2 above have a 5% or greater ownership or beneficial interest.

A “Key Employee” is any person who is in a position to exercise substantial influence over the affairs of the Library within the meaning of Section 4958(f)(1)(A) of the Internal Revenue Code and Sections 53.4958-3(c), (d), and (e) of the Treasury Regulations.

The term “Trustees” as used in this Policy shall mean the Library’s Elected Trustees, Life Trustees, Foundation Trustees and ex officio Trustees or their representatives, as well as any other person serving as a member of a Committee of the Board of Trustees.

The term “Officers” as used in this Policy means the President, the Treasurer, the Secretary, the Chief Operating Officer, the Chief Financial Officer, the Chief Library Officer, the General Counsel, the Andrew W. Mellon Director, the Vice President for Public Service, any Senior Vice Presidents or Vice Presidents, the Chief Investment Officer, the Assistant Secretary, the Assistant Treasurer and such other officers as are appointed by the Library’s Board of Trustees from time to time.

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2 The term “domestic partner” is defined pursuant to New York Public Health Law Section 2994-A. The term is not limited to registered domestic partner relationships and may include certain individuals who are named as beneficiaries of the life insurance policy or retirement benefits of a Covered Person, as well as certain individuals who are dependent on a Covered Person or upon whom a Covered Person is dependent for support. Further, in keeping with prior Library policy, Covered Persons should also make disclosures with respect to other individuals in their household or with whom they are closely identified.

3 Adoptive children, grandchildren, and great-grandchildren are included within this definition.
Appendix B

This Appendix B provides a list of examples to assist Covered Persons in determining whether a conflict of interest may exist. This list does not purport to include every possible issue that may arise. Covered Persons are encouraged to consult with the Chairman of the Board, the Chairman of the Audit Committee, the President or the General Counsel if they have any questions as to the applicability of the Library’s Conflicts and Ethics Policy for Trustees, Officers and Key Employees (the “Policy”) to a particular situation.

Situation 1: A family member of a Covered Person is the principal of a vendor or service provider that wants to submit a bid to perform work for the Library.

Analysis: This situation would constitute a conflict of interest. The Covered Person should either (i) tell his or her family member not to bid on the project or (ii) promptly disclose the potential conflict as set forth in Section 3 of the Policy.

If the Covered Person decides to proceed and disclose the potential conflict for review, the disclosure will be reviewed as set forth in the Policy and the Covered Person will receive a written copy of the final decision and/or recommendation as to how the conflict should be handled. The Covered Person’s family member should not submit a bid unless and until permission has been granted to do so pursuant to such written decision or recommendation.

Situation 2: A Covered Person wants to hire a contractor who does renovation work for the Library to perform renovations in the Covered Person’s home.

Analysis: This situation may constitute a conflict of interest, because the Covered Person may receive a benefit as a result of the Covered Person’s affiliation with the Library (for example, the contractor may feel obligated to work for the Covered Person or to give the Covered Person a discount as a result of the Covered Person’s affiliation with the Library). In this situation, the Covered Person (i) should disclose the potential conflict as set forth in the Policy and provide written documentation confirming that no benefit will be received by the Covered Person in the transaction or (ii) he or she should refrain from hiring the contractor.

Situation 3: A Covered Person is writing a book about an author whose personal papers were recently acquired by the Library. Although the papers are not yet available to the public, the Covered Person would like access to them.

Analysis: The use of Library materials not yet available to the public would be an
inappropriate use of Library resources, because such use would put the Covered Person at an unfair advantage as compared to members of the general public. The Covered Person may not access the papers under these circumstances.

**Situation 4:** One of the Library’s investment managers invites certain Covered Persons to a dinner event for which the investment manager purchased an expensive table for guests.

**Analysis:** In most cases, the Covered Persons could accept this invitation, if it is appropriate to attend. Lunches, dinners or other customary entertainment in the course of business may be accepted, except where the acceptance would compromise, or could reasonably be perceived to compromise, the judgment of the Covered Person or the reputation of the Library.

**Situation 5:** Under circumstances that arise or that may appear to arise from a Covered Person’s official relationship with the Library or the performance of any duty as a Covered Person, one of the Library’s investment managers invites a Covered Person to a weekend investment seminar/retreat at a luxury resort—all travel, lodging and meal expenses to be paid by the investment manager.

**Analysis:** The Covered Person should decline the invitation. Even if this expense could be reimbursed as a business expense, the value and nature of the invitation is such that it could reasonably be perceived to compromise the judgment of the Covered Person or the reputation of the Library.

**Situation 6:** A University requests an Officer of the Library to deliver a speech at a graduation ceremony. The University will pay the Officer an honorarium and will pay all travel, lodging and meal expenses of the Officer and the Officer’s spouse or partner.

**Analysis:** Subject to any other applicable policies or approvals, unless it is clear that the Officer is being invited to deliver the speech in his or her personal capacity (and will use his or her personal non-Library time) instead of in his or her capacity as an Officer of the Library, the Officer should remit the honorarium to the Library.

It would be acceptable for the Officer to accept the University’s offer to pay the travel, lodging and meal expenses of the Officer and the Officer’s spouse or partner unless (i) the University does business with, or wishes to do business with the Library and (ii) the value and nature of the invitation is such that it could reasonably be perceived to compromise the judgment of the Officer or the reputation of the Library.