

June 21, 2007

**PUBLIC INTEREST LAW CENTER OF PHILADELPHIA
LITIGATION OR OTHER REPRESENTATIONAL CONFLICT OF INTEREST
AND CLIENT CONFIDENTIALITY POLICY**

Recognizing that actual or potential conflicts of interest involving directors on its Board of Directors (“Board”) or Litigation Committee (“Committee”) may arise, the Public Interest Law Center of Philadelphia (the “Law Center”) adopts the following policy which is intended to preserve the confidentiality of attorney-client relationships and to prevent any impropriety or the appearance of impropriety by any directors and the firms or organizations with which any director is associated or employed:¹

1. For purposes of this policy, a “conflict of interest” will include attorney conflicts within the meaning of the Rules of Professional Conduct as well as conflicts arising from the personal relationships or financial interests of directors.
2. Prior to discussing any potential or actual litigation with directors, the staff will circulate the name(s) of the Law Center’s client(s), other parties, and counsel for other parties, to the extent known by the staff, to the directors. Those directors who are attorneys will then determine the existence of any actual or potential conflict of interest. All directors with whom potential or actual litigation may be discussed will further determine whether they have any personal or financial interest which is actually or potentially adverse to the Law Center client in the litigation.
3. If a director ascertains that an actual or potential conflict exists, that director will inform the Executive Director of the Law Center and will recuse herself or himself from any discussions and decisions regarding the case. No further non-public information of any nature regarding the case will be distributed to or discussed in the presence of the recusing director. In the event a pending case in which a particular director has an actual or potential conflict of interest is discussed at a meeting of the Board or any committee thereof, the director shall absent herself or himself from the meeting while the discussion takes place.

¹ Directors are bound by a separate policy on Financial Conflicts of Interests.

4. No director shall participate in the representation of any party in any matter in which the Law Center represents an adverse party in the same matter; provided, however, that participation solely through attribution, such as Rule 1.10 of the Pennsylvania Rules of Professional Conduct shall not be considered participation. If actual participation occurs and thus this requirement cannot be fulfilled because of a director's obligations to her or his firm or employer, the director will, automatically upon notice to the Law Center be deemed to have tendered his or her resignation from the Board during the pendency of the case and, absent informed consent of the Law Center client and approval of the board of directors or the Executive Committee acting in its stead, shall be deemed accepted. At the conclusion of the case, the director may be invited to rejoin the Board, so long as that action will not prejudice any confidential relationship or create the appearance of impropriety.
5. No director shall have access to any client files which may contain confidential information, unless that member is acting as the Law Center's co-counsel or the Law Center staff grants access for the purpose of consultation with that director or other reason in accord with the applicable rules of professional conduct.
6. Confidential client information relating to the Law Center's representation of a client may be disclosed only to directors, but only for a reason in accord with the applicable rules of professional conduct or (1) if the client consents after consultation regarding the potential benefits and risks of disclosure and (2) if such disclosure is necessary in order to obtain Board or Committee approval of the litigation and/or expert consultation in connection with the provision of legal services to the client. In making any such disclosure, no more information shall be disclosed than is necessary to achieve the purpose of the communication. By their participation, directors agree to maintain the confidentiality of any client information disclosed to them.