

Peterborough New Horizons Bands
Conflict of Interest Policy
January 18/2012

This policy is developed to ensure that the decision-making process of the Board of Directors is conducted without conflict or potential conflict of interest, so that the trust and the confidence of the band members are maintained. It is important that all Directors understand their obligations when a conflict of interest or potential conflicting interest arises.

1. Directors and non-board committee members shall avoid situations in which they may be in a position of conflict of interest when governing band and Board interests.
2. Acting Board members and potential Board members shall be disqualified from serving on the Board when their election would result in a continuing conflict of interest when governing band and Board interests, or when a relative is currently or likely to be a member of the Board.
3. Existing Board members shall be governed by the same policy.

Conflicts generally arise in the following situations:

- a) "Wearing Two Hats": when a Director has two interests, his own and the band's.
- b) "Interest of a Relative": when the Board conducts business with suppliers of goods or services of which a relative of a Director is a principal, officer or representative of the supplier.
- c) "Gifts": when a Director accepts gifts, payments or services that may influence an act or decision of the Board.
- d) "Acting for an Improper Purpose": when Directors exercise their powers motivated by self interest or other improper purposes.
- e) "Appropriation of Corporate Identity": when a Director diverts, to his or her own use, an opportunity or advantage that belongs to the band.
- f) "Duty to Disclose Information of Value to the Corporation": when Directors fail to disclose information that is relevant to aspects of the band's affairs.

Disclosure of Conflicts

- A Director who is in a position of conflict or potential conflict shall disclose such conflict to the Board by notification to the Chair or Vice-Chair prior to any Board business meeting.

Abstain from Discussions

- The Director shall not be present during the discussion of the matter, nor the voting on the matter, in which he or she has a conflict and shall not attempt in any way to influence the voting.
- It is recognized that, if a conflict cannot be resolved to the satisfaction of the Board or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the by-laws and the Corporations Act.