



Board of Management Confidentiality and Conflicts of Interest Agreement

Confidentiality

As a member of the Board, I recognize that I owe a fiduciary duty of care to New Park Village TMC Ltd. This includes a duty of confidentiality.

All information and documentation that I receive from staff, other committee members and volunteers of the TMC and others in connection with my service on the Board will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and authorised agents of the TMC. I will direct any questions regarding my confidentiality obligations to the Chair of the Board.

Conflicts of Interest

As a member of the Board, I recognize that I owe a fiduciary duty of loyalty New Park Village TMC Ltd. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of the TMC.

The purpose of the conflicts of interest policy (set forth below) is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of New Park Village TMC. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the TMC.

2. A conflict of interest is:

- conduct,
- a transaction, or
- relationship

that presents *or might* conflict with a Board member's obligations owed to the TMC and the Board member's personal, business or other interests.

3. All conflicts of interest are not necessarily *prohibited* or *harmful* to the TMC. However, **full disclosure** of all actual and potential conflicts and a determination by the disinterested Board members – with the interested Board member(s) excluded from participating in debates and voting on the matter – are required.

4. All actual and potential conflicts of interests shall be disclosed by Board members to the Chair, through the **annual disclosure form** and/or directly to the Chair whenever a conflict arises. Disinterested members of the Committee shall make a determination as to:

- whether a prohibited conflict exists and
- what subsequent action is appropriate (if any).

The Chair shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

5. On an annual basis, *all Board members* shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the Chief Officer, as well as all other conflict information, if any, provided by Board members.

NEW PARK VILLAGE TENANT MANAGEMENT CO-OPERATIVE LTD.

CONFIDENTIALITY AND CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the confidentiality and conflicts of interest policy attached and agree to comply fully with its terms and conditions at all times during my service as a Board member.

If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Chair of the Board in writing.

Disclosure of Actual or Potential Conflicts of Interest:

I acknowledge and agree that my selection for service on the Board and the opportunities made available to me by serving on the Board constitute good and valuable consideration for entering into this agreement.

In my individual capacity:

Signature: _____

Name: _____

Date: _____