

	Issue Date : July 2020 Effective Date : July 2020
BOD CONFLICT OF INTEREST POLICY	APPROVED BY MSO

Directors— Conflicts of Interest Policy

Conflicts of Interest Policy

The Board of Directors shall adopt a formal written conflicts-of-interest policy which shall apply to the member of the Board of Directors as well as the Officers of the bank and compliance process for implementing the policy.

The conflict of interest policy shall require a member of Board of Directors and Officers to disclose all direct and indirect substantial financial and commercial interests of the directors and officers, and his or her relative in the Bank.

The conflict of interest policy must include:

- (a) a director—s duty to avoid, to the extent possible, activities that could create conflicts of interest or the appearance of conflicts of interest;
- (b) examples of where conflicts can arise when serving as a Board of Directors;
- (c) a rigorous review and approval process for directors to follow before they engage in certain activities so as to ensure that such activity will not create a conflict of interest;
- (d) a director—s duty to promptly disclose any matter that may result, or has already resulted, in a conflict of interest;

- (e) a director—s responsibility to abstain from voting on any matter where the director may have a conflict of interest or where the director—s objectivity or ability to properly fulfill duties to the Bank may be otherwise compromised;
- (f) adherence to the Bank—s policy on related party transactions;
- (g) the way in which the Board of Directors will deal with any non-compliance with the policy;
- (h) format to follow in reporting information; and
- (i) annual updates to the disclosure.

Prohibitions on a Director

Director shall not-

- (a) engage in any activity which would be against the interests of the Bank;
- (b) simultaneously be a director or officer of another bank or financial institution;
- (c) interfere in day to day management of the Bank;
- (d) engage in any transactions with the Bank where he has a direct or indirect financial interest in the customer of the Bank;
- (e) engage in any activity resulting in personal benefit by misusing the name and office assumed;
- (f) divulge confidential customer information and contravention of Financial Institution Law; and

- (g) engage in any activity which render the director no longer fit and proper to hold office as defined in the Directive on Fit and Proper Criteria.

(From Abank—s Constitution, Chapter 16)