

Appendix K

Board of Directors Conflict of Interest Policy

Board Members must carefully balance their fiduciary responsibilities to their respective institutions and the Mountain West. While the fiduciary obligations of Board Members to their own institutions and Mountain West are ordinarily not in conflict, integrity is critical to the decision-making process and includes transparency, trust, confidentiality and honesty in all issues and aspects of service and representation. Board Members must disclose any conflict or potential conflict of interest between their respective personal, professional, institutional, Conference or business interests that may affect or otherwise threaten such integrity.

A Board Member is responsible for advising the Chair of any actual or potential conflicts of interest or obligations which he/she may have hereunder, and should recuse him/herself from participating in proceedings, as may be warranted by this policy. A Board Member shall not participate in any discussion or vote on any action that might bring direct or indirect personal financial benefit to the member or any organization (other than the member's institution) in which the member is financially interested. A Board Member should also not participate in a discussion or vote for which the member's institution is to be accorded a special benefit beyond benefits shared with other institutions or is to receive a penalty or disqualification. A violation of either of the above rules by a Board Member shall not invalidate the action taken by the Mountain West, if, following disclosure of the conflict of interest, the Board authorizes, ratifies or approves the action by a vote sufficient for the purpose, without counting the vote of the member with the conflict of interest.

Board Member Confidentiality

Board Members have a duty to the Mountain West not to use Confidential Information obtained solely due to service on the Mountain West Board to the disadvantage of Mountain West. Confidential Information includes, but is not limited to business plans, customer lists, marketing programs, price lists, salary and human resource information, technology development information, drawings, reports, inventions, and other material that contain, embody or disclose trade secrets, confidential business technical information and proprietary business information of the Mountain West, its affiliated organizations, athletes, students, customers, or third parties to whom Mountain West owes obligations of confidentiality (collectively, the "Business Confidential Information"), provided, however, that Business Confidential Information does not include information that: (A) is or becomes known to the public, other than as a result of disclosure in violation of this Policy or of any other person's breach of a legal or contractual obligation to Mountain West or its affiliates; (B) was demonstrably known to a Board Member prior to his or her service on the Board and not as a result of anyone else's breach of a legal or contractual obligation or; (C) arises from a Board Member's general training, knowledge, skill or experience; (D) pertains to reports of illegal conduct to any government agency; (E) pertains to discriminatory or unfair employment practices or (F) which a Board Member otherwise has a right to disclose as legally protected conduct.

Board Members must not (i) disclose or furnish to any person any Business Confidential Information; (ii) use any Business Confidential Information for their own benefit or the benefit of others. Board Members may disclose Confidential Information to their own institutions if: (1) they inform the Board that they intend to do so in advance and (2) they disclose the Confidential

Information only to individuals within their own institutions who have a need to know; and (3) they secure an agreement that the individual will maintain the confidentiality in advance of disclosure. Confidential Information must never be disclosed to the media or public without a vote of the Board.

Annual Disclosure Statement

Each director shall annually sign a statement, which affirms that person:

- Has received a copy of the conflicts of interest and confidentiality policies,
- Has read and understands the policy,
- Has agreed to comply with the policy, and
- Has disclosed any potential conflicts of interest.