

# **CentreVenture Development Corporation** **Conflict of Interest Policy**

**Adopted by Resolution No. 04-02**

**Effective February 12, 2004**

**(Revised December 1, 2013)**

- 
1. Policy Statement
    - 1.1 The Corporation is a non-share capital, not for profit organization incorporated to carry out certain public purposes. The Corporation receives public funds.
    - 1.2 Given its public mandate and its responsibility for public funds, the Corporation is accountable to the public. It is therefore essential that the Directors, Officers and employees of the Corporation:
      - (a) Maintain high standards of honesty, integrity, impartiality and ethical conduct; and

(b) avoid situations which might result in either actual or perceived conflicts of interest.

1.3 The provisions of this policy are in addition to and in no way derogate from the provisions of *The Corporations Act* or any other laws applying to the Directors, Officers or employees of the Corporation.

1.4 The provisions of this policy are not intended to be exhaustive but instead, to provide general principles and minimum standards. Even if particular conduct is not specifically prohibited by this policy, Directors, Officers and employees shall avoid acting in any manner which might result in a real or perceived conflict of interest with performance of their duty to the Corporation.

## 2. Applicability

2.1 This policy, including the disclosure and confidentiality requirements, applies to the Directors, Officers and employees of the Corporation.

2.2 The Chairperson is directed to communicate the policy to all Directors and Officers.

2.3 The President and Chief Executive Officer is directed to communicate the policy to all employees.

3. Confidentiality

3.1 In the course of performing their duties, Directors, Officers and employees will receive copies of and have access to information, data, documents and materials which may be confidential and which if disclosed could be harmful to the Corporation or parties dealing in good faith with the Corporation.

3.2 Recognizing the importance of maintaining the confidentiality of such information (the "Information"), Directors, Officers and employees shall:

- (a) treat as confidential all Information acquired or to which access has been given in the course of or incidental to exercising their powers and discharging their duties;
- (b) not disclose any Information to any person, corporation or organization without first obtaining authorization from the Corporation, except as required by law;
- (c) comply with any rules or directions given by the Corporation with respect to safeguarding or ensuring the confidentiality of the Information; and

- (d) use the Information only for the purposes of exercising their powers and discharging their duties to the Corporation and not for any other purpose, except as required by law.

3.3 Notwithstanding the foregoing, individuals employed by any level of government or governmental agency who have been appointed as Directors by their employer shall be entitled to disclose Information to their employer .

#### 4. Disclosure and Prohibition

4.1 In addition to the disclosure requirements set out in The Corporations Act, Directors, Officers and employees will disclose any situation where there is a conflict or potential conflict between their duty to the Corporation and their other interests.

4.2 Examples of such situations include:

- (a) obtaining a material personal gain or advantage by virtue of their position with the Corporation;
- (b) private or personal interests that interfere with or appear to interfere with the objective exercise of their duty to the Corporation.

4.3 Where disclosure is not required by the provisions of The Corporations Act and the By-laws, disclosure may be made verbally:

(a) in the case of the Directors and Officers, to the Chairperson;  
and

(b) in the case of employees, to the President and Chief Executive Officer,

provided however, that the Chairperson and President and Chief Executive Officer may request disclosure in writing.

4.4 Where disclosure is not required by the provisions of The Corporations Act and the By-laws, disclosures made by the Chairperson or President and Chief Executive Officer shall be made in writing to the Board of Directors. The Board of Directors shall determine whether a conflict of interest, potential conflict of interest or breach of the policy exists.

4.5 Where disclosure is made pursuant to subsection 4.3, the Chairperson or President and Chief Executive Officer, as the case may be, shall

determine whether a conflict of interest, potential conflict of interest or breach of the policy exists. The Chairperson or President and Chief Executive Officer, as the case may be, shall bring the disclosure and his or her determination as to whether a conflict of interest, potential conflict of interest or breach of the policy exists to the attention of the Board of Directors.

4.6 A Director, Officer or employee who disputes the decision of the Chairperson or President and Chief Executive Officer, as the case may be, as to whether a conflict of interest, potential conflict of interest or breach of the policy exists may request that the matter be referred to the Board of Directors for a decision, which shall be final and binding.

4.7 The Corporation shall not:

- (a) employ a Director;
- (b) engage a Director, Officer or employee as an independent contractor, or
- (c) engage any business entity where, as a result of the engagement, a Director, Officer or employee may obtain a material personal gain or advantage.

Notwithstanding the foregoing, the Corporation may, with the unanimous approval of the Board of Directors of the Corporation.

engage a Director, Officer or employee as an independent contractor or engage a business entity subject to the prohibition set out at subsection (c) above.

5. Decision as to materiality.

5.1 If a matter for decision arises and there is a question in the decision as to whether a Director, Officer or employee has a material interest pursuant to The Corporations Act and the By-laws, the matter shall be decided by a unanimous vote of the Directors present at the meeting of the Directors and entitled to vote. The Director, with respect to which the question has arisen shall not be entitled to vote. The Board's material interest decision shall be made on the basis that any interest, whether more or less than a controlling interest, which may influence the judgment of a Director, or employee is a material interest.

6. Consequences of non-compliance.

6.1 Non-compliance with any of these rules by Directors, Officers or employees without the specific prior approval of the Board of Directors, Chairperson or President and Chief Executive Officer as appropriate, may be cause for dismissal.

