Board Member Appointed

General Orientation General Counsel reviews CCCOI with new board member

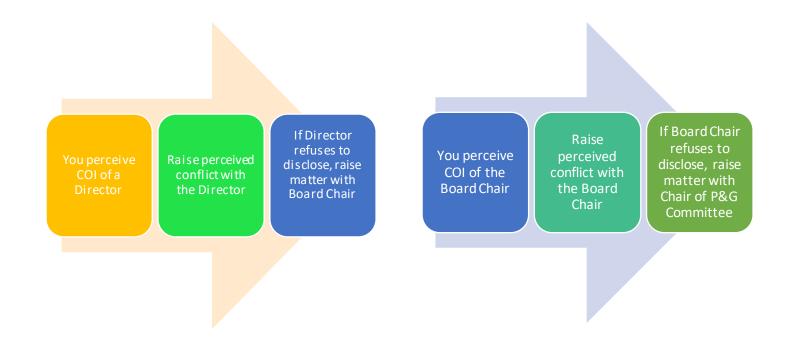
Board Member acknowledge and sign CCCOI form

General Counsel provides summary to People & Governance Committee

Who to Consult When Unsure of Conflict of Interest



Perceived Conflict of Interest of Another Director



Potential COI

• Director becomes aware of potential COI

Disclose to Board Chair • Director immediately discloses COI to Board Chair

Disclose to P&G Chair

- Board Chair immediately discloses COI to People & Governance Committee Chair
- If the People & Governance Chair has the COI, then it is reported to the P&G Committee as a whole
- COI is noted in P&G Committee meeting minutes

Disclose to Board

- Board Chair discloses COI to Board at the next Board meeting
- COI is recorded in meeting minutes

Recusal from meeting

• The Director whom has the COI will recuse themselves from the part of the meeting where the conflit exists.

Direction Letter • The Board Chair will provide a Direction letter to the Disclosing Director confirming the disclosure of potential COI