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## **IMAGIN CONFIDENTIALITY AND CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM**

**Adopted by the IMAGIN Board of Directors April 14, 2023**

### **CONFIDENTIALITY**

As a member of the Board of Directors (the “Board”) of Improving Michigan’s Access to Geographic Information Networks known as IMAGIN (“the association”), I recognize that I owe a fiduciary duty of care to the association. This includes a duty of confidentiality. All information and documentation that I receive from the association and others in connection with my service on the Board will be treated with strict confidentiality. This includes information in all forms, oral, written, or electronic including all information contained or stored in computers and discs. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and attorneys of the association. I will direct any questions regarding my confidentiality obligations to the association President.

### **CONFLICTS OF INTEREST**

As a member of the Board, I recognize that I owe a fiduciary duty of loyalty to the association. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of the association. 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 the association. 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 association.
2. A conflict of interest is a transaction or relationship, which presents or may present a conflict between a Board member’s obligations to the association and the Board member’s personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to the association. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members – with the interested Board member(s) disqualified 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 Association Manager through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the Board shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The Board 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 be required to complete and sign the acknowledgment and disclosure form that follows. All completed forms shall be provided to and reviewed by the Association Manager, as well as all other conflict information, if any, provided by Board members.

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**CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM**

I have read the conflicts of interest policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a/an IMAGIN 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 association President in writing.

**Disclosure of Actual or Potential Conflicts of Interest:**

<b>ORGANIZATION</b>	<b>POSITION</b>	<b>TERM</b>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Other Voluntary and/or Paid Leadership Positions on Boards, Committees, or Organizations:**

<b>ORGANIZATION</b>	<b>POSTION</b>	<b>TERM</b>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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, the receipt and sufficiency of which I hereby acknowledge.**

**Signature:**  
\_\_\_\_\_

**IMAGIN Board Title:**  
\_\_\_\_\_

**Name:**  
\_\_\_\_\_

**Date:**  
\_\_\_\_\_