

City Club of Forest Grove-Main Street Program CCFG-MS Confidentiality & Conflict of Interest Disclosure Form

Confidentiality & Intellectual Property

As a member of the Board/Committee, I recognize that I owe a fiduciary duty of care to CCFG MS. This includes a duty of confidentiality and limited use of intellectual property. Intellectual property includes but is not limited to ideas, information, tools, applications, trade secrets, templates, business plans, research, marketing materials, client and perspective client information, partner information, relationships. All information, documentation and intellectual property that I receive from CCFG-MS and others in connection with my service on the Board/Committee will be treated with strict confidentiality and used only within the scope of my participation in this board/committee. Neither the contents nor the existence of this information will be shared with anyone other than the officers, directors, and employees of CCFG-MS. I will direct any questions regarding my obligations to the CCFG-MS Executive Committee & Executive Director.

Conflicts of Interest and loyalty

As a member of the Board, I recognize that I owe a fiduciary duty of loyalty to CCFG-MS. This duty requires me to avoid conflicts of interest and to always act in the best interests of CCFG MS. The purpose of the conflicts of interest policy (set forth below) is to help inform the Board/Committee about what constitutes a conflict of interest, assist the Board/Committee 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/Committee members as described below:

1. All Board/Committee members have a fiduciary duty to conduct themselves without conflict to the interests of CCFG-MS. In their capacity as Board/Committee members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of CCFG-MS.
2. A conflict of interest is conducting a transaction or relationship that presents or might conflict with a Board/Committee member's obligations owed to the CCFG-MS and the Board/Committee member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to CCFG-MS. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board/Committee (or CCFG-MS) members with the interested Board/Committee member(s) recused from participating in debates and voting on the matter are required.
4. All actual and potential conflicts of interests shall be disclosed by Board/Committee members to the CCFG-MS Executive Committee through the annual disclosure form and/or to the Board whenever a conflict arises. Disinterested members of the CCFG-MS Executive Committee shall decide as to whether a prohibited conflict exists and what subsequent action is appropriate (if any). The CCFG-MS Executive Committee shall inform the Board of such determination and action. The Board/Committee shall retain the right to modify or reverse such determination and

City Club of Forest Grove-Main Street Program CCFG-MS Confidentiality & Conflict of Interest Disclosure Form

action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

5. On an annual basis, all Board/Committee members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the CCFG-MS Executive Committee, as well as all other conflict information, if any, provided by Board/Committee members.
6. Conflicts that are not managed can result in significant penalties, called "intermediate sanctions," assessed against the person who benefits as well as against the organization.

CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read the conflicts of interest policy set forth above and agree to always comply fully with its terms and conditions during my service as a CCFG-MS Board/Committee 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 CCFG-MS Board of Directors in writing.

Disclosure of Actual or Potential Conflicts of Interest (please list any volunteer affiliations, board participation, or economic conflicts):

I have read the confidentiality/Intellectual Property policy and acknowledge and agree that my selection for service on the Board/Committee and the opportunities made available to me by serving on the Board/Committee constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge. I agree to abide by the conflict-of-interest policy during my placement on this board/committee and I agree to abide by the confidentiality/Intellectual Property policy indefinitely.

Signature: _____ Date: _____

Print Name: _____

Version	Changes Made	Date
Version 1	Original	8/6/24