Schedule B: Confidentiality and Conflict of Interest Agreement

TO: [Insert name of co-op]

I am signing this Agreement as a director, officer, committee member or staff member of the co-op.

CONFIDENTIALITY

1. I understand that this Agreement applies to

   (a) Personal information about co-op members and applicants.

   (b) Confidential information about co-op staff.

   (c) Confidential information about the co-op or co-op business.

2. I understand that the above is considered confidential information even if I learn about it from a source unrelated to my position with the co-op and even if it is publicly available.

3. I will not tell anyone any confidential or personal information
   - that I know through my position with the co-op
   - that I learn at meetings related to my position with the co-op, or
   - that I know about in any other way.

4. I will not disclose, or permit disclosure of, any confidential or personal information in any other way.

5. I will safeguard confidential or personal information that I may have.

6. The only exception is when I am authorized by the board or the co-op by-laws to disclose the information. If I am not sure whether information should be kept confidential, I will ask the board for a decision about it.

7. I agree that the above obligations apply while I have my position with the co-op and after I no longer have that position or any connection with the co-op.

8. I will always give the board any information requested by the board. When I no longer have my position with the co-op, I will return all co-op papers and property to the co-op.

9. While I have a position with the co-op, I will not gossip about the co-op or its members or employees.

CONFLICT OF INTEREST

10. Whenever I am involved in a decision or action of the co-op, I will put the best interests of the co-op ahead of my personal interests and the interests of my relatives and friends.

11. A conflict of interest is where I take part in a decision that benefits me or a relative or friend in a way that is different from most co-op members.

12. I understand that some conflicts of interest are prohibited and some situations are manageable as stated in the Organizational By-law.
    - **Prohibited conflicts.** I will not become involved in any conflict of interest that is prohibited.
    - **Manageable situations.** If I am involved in a potential conflict that is manageable, I will follow the applicable rules as stated in the co-op's Organizational By-law.

13. I promise that I will declare any conflict of interest or situation that could become a conflict of interest as stated in the Organizational By-law. If there is any doubt, I will report the situation to the board, or any committee that I am on, and they will decide if it is a conflict of interest.

14. I promise that I will abide by the conflict of interest rules and definitions in the Organizational By-law. I promise to ask if I have any questions or there is anything I don't understand.

15. I also agree to abide by any legal and government requirements about conflict of interest that are not included in co-op by-laws.

GENERAL

16. I understand that this Agreement is a binding legal document and I have had the opportunity to obtain legal or other advice before signing it.

Date: _____ Signature: _____