

SolarShare Conflict of Interest Policy

- 1.1 All Directors, officers, committee members and employees must carry out their duties honestly, in good faith and in the best interests of the co-operative rather than in their own personal interest. Directors understand that they must follow the co-op's policies regarding conflict of interest. This policy also covers all persons in their households and all their relatives.
- 1.2 A conflict of interest can happen when someone involved in the co-op:
 - Makes or takes part in a decision affecting the co-op's affairs, and
 - The result of that decision gives the person, their relatives, or the persons in their household a financial or other benefit which the rest of the co-op members do not have. This financial or other benefit may be direct or indirect.
- 1.3 An employee of the co-op can have a conflict of interest when:
 - The employee recommends, makes or takes part in a decision affecting the co-op's affairs and
 - The result of the decision gives the employee, their relatives, or the persons in their household a financial or other benefit. This financial or other benefit may be direct or indirect.
- 1.4 Examples of conflict of interest are:
 - The co-op does business with a director or an employee of the co-op or a company in which the director or the employee or their relatives or persons in their household have a financial interest or stock without board approval and/or an open competitive process.
 - The Board or co-op employees give out positions to friends or family without an open competitive process

2.1 The facts of each case are different, and careful judgment is needed to decide whether there is a conflict of interest. Even the perception of a conflict of interest could undermine the appearance of integrity and the credibility of the co-op's business practices.

Therefore, the board and members should follow the procedures below to determine if there is a conflict and to deal with the conflict if it exists.

(a) When a director has or may have a conflict of interest

- The director should declare the conflict of interest, or possible conflict of interest, preferably in writing, at or before the board meeting considering the matter. This declaration should be recorded in the minutes of the meeting.

- If the director does not declare a conflict of interest or a possible conflict of interest, but another director is aware of one, the other director should bring it up at the meeting.
- If the board decides that there is a conflict of interest, the director cannot vote on the matter, should not be present at any parts of the meeting where the matter is discussed, and does not count in quorum for those parts of the meeting.
- The board reserves the right to ask a director to participate in part of the discussion if they believe the director has a useful contribution to make in the matter.

(b) This paragraph applies in addition to paragraph 2.1(a) if a director has or may have a financial conflict of interest.

- Other financial conflicts of interest may be approved if the board believes that their decision is in the best interest of the co-op.
- The minutes should show whether or not the board has approved a potential financial conflict of interest.

(c) When a committee member has or may have a conflict of interest

- A committee member should follow the same procedure as the board if they have or may have a conflict of interest.
- The matter can be appealed to the board if there is a dispute, the board's decision is final.
- If the conflict of interest is financial, it should be referred to the board and the board's decision is final.

(d) When an employee has or may have a conflict of interest

- An employee who has or may have a conflict of interest should report it to the employee's supervisor and follow the supervisor's directions.
- The manager/coordinator should report this conflict of interest to the Chairman, the Chairman will inform the board. The manager must follow the board's directions.
- Where there are officers of the co-op who are not directors, they should follow the same procedures as employees.

3.1 The Board will closely monitor its relationships, contracts, arrangements and agreements. It should not engage in any that may result in a conflict of interest unless the situation is resolved as in Article 2.

3.2 The board will promote fair, open and objective business policies and practices in all its purchasing, contracting and hiring.

4.1 Directors and Officers serve without payment of any kind. However, they may be reimbursed for travelling or other expenses while doing business for the co-op as long as those expenses are reasonable. The Executive Committee should authorize these expenses. These expenses should meet any guidelines set by the board. Directors cannot receive compensation for lost income while doing business for the Co-op.

4.2 Directors and Officers hired by a co-op to a paid position should resign from office if their income from SolarShare represents 50% or greater of their total income or 10% or more of SolarShare's annual revenues.

5.1 All directors and Staff should sign the Conflict of Interest Declaration. Directors and Staff will sign when they begin their term, and existing directors and staff will sign annually.

See below Conflict of Interest Declaration

Conflict of Interest Declaration
(Board of Directors and Staff)
SolarShare Co-operative (No 1) Inc.

I agree that I will act honestly, in good faith, and in the best interest of the co-op.

I must declare conflicts of interest, both direct and indirect.

I will always put the interests of the co-op before my personal interests.

I will declare, preferably in writing, any possible conflict of interest that I have, or may have, in connection with any co-op contract, business or proposed business as soon as it occurs.

I understand that the obligations and limitations regarding conflict of interest also apply to all persons in my household and to my relatives.

The board will deal with conflict of interest using the procedures set out in SolarShare's Conflict of Interest Policy.

Name: _____

Signature: _____

Date: _____