

**Section Name:** CORPORATE POLICIES – LAW  
**Section No:** 7  
**Policy No:** 7.12  
**Subject** CONFLICT OF INTEREST

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**Date:** 08/06  
**Supersedes:** 10/97

It is the policy of the Company that no officer or employee, either directly, indirectly or through a close relative\*, shall, without an approval in writing by the Governance & Social Responsibility Committee of the Board of Directors (unless the activity is reviewed and approved by senior management with the advice of counsel and determined not to significantly influence the business of the Company):

1. Do business, seek to do business, or compete with the Company, nor shall he or she own an interest in an entity that does business, seeks to do business or competes with the Company. For the purpose of this paragraph, ownership of an "interest" shall be deemed to include an investment representing one percent or more of the total ownership of such entity, or if the market value of such investment is in excess of \$100,000;
2. Solicit or accept directly or indirectly any service, gratuity, entertainment, travel, pleasure outing, gift, favor, or other personal benefit resulting from any transaction or proposed transaction involving the Company and in such amount that it could reasonably be alleged to have influenced the business judgment of the individual. All such offers shall be reported in writing to the individual's immediate supervisor. (This policy is not intended to prohibit or require the reporting of: (a) reasonable expenditures related to business meals or entertainment; (b) occasional social, sporting or cultural events, and nominal remembrances; or (c) non-cash gifts with a value of less than \$100);
3. Render services to, represent or undertake to act for, including accepting a directorship or management position with, any customer, supplier, competitor or claimant of the Company, whether for compensation or not if such activities can by their nature have a significant influence on the business of the Company;
4. For the purpose of personal benefit of others, make use of or disclose nonpublic information in his or her possession acquired as a result of his or her relationship with the Company, nor purchase or sell securities or other property, real or personal, based upon such information, whether or not such information is classified as confidential;
5. Acquire directly or indirectly any interest in real or personal property in which the Company holds any interest; or
6. Make an investment in any business opportunity which, to the knowledge of such person, has been submitted to the Company, even though the Company rejected the opportunity, unless same is presented and approved by the Board of Directors.

These prohibitions shall not be deemed to apply to (a) normal loans and services made in the ordinary course of business from banks, financial institutions and professional firms that may have relations with the Company and (b) activities of such employees and officers for or on behalf of the Company's customers or suppliers, provided that such activities either have no relationship to the Company's business or, if in any way related, can by their nature have no significant influence on the business of either the Company or such customer or supplier.

\* Close relative is defined as spouse, domestic partner, parent, grandparent, parent-in-law child, grandchild, brother or sister or brother-in-law or sister-in-law, whether or not living in the same household.

## **PROCEDURE**

1. To implement this policy, all employees will be provided with a copy of this policy at the time of their hiring and will be asked for written acknowledgment of having read and understood the policy. In addition, key employees will be asked to reconfirm their understanding of and compliance with the terms of the policy at least every other year of their employment. (See the Conflict of Interest Survey Form attached below.)
2. Any officer, or employee who, at any time, wishes to have the Governance & Social Responsibility Committee of the Board of Directors approve an exception to the policy or has a question as to the interpretation of this policy or its application to a specific activity, transaction or situation shall submit the question in writing, setting forth all facts, to the General Counsel. The Committee shall determine whether a conflict of interest exists or whether there is no reasonable likelihood that the activity, transaction or situation will influence the individual's judgment or actions in performing his or her duties to the Company.

### **Updates:**

Law Department

### **References:**

Corporate Principle:

1.1, Legal and Ethical Conduct

Corporate Policy:

2.12, Secondary Employment

Conflict of Interest Survey Form

### **Attachment:**

[2012 Conflict of Interest Survey](#)

### **Related Topics**

Section Name	Policy No	Subject
CORPORATE POLICIES – EMPLOYEES	2.12	Secondary Employment
CORPORATE PRINCIPLES	1.1	Legal and Ethical Conduct