APPENDIX B to the Director Remuneration Order

CODE OF CONDUCT AND CONFLICTS OF INTEREST POLICY

1. **General:** This Code of Conduct and Conflict of Interest Policy ("Code") governs the conduct of DFNB Directors and outlines guidelines for avoiding and disclosing conflicts of interest. It complements DFNB's By-laws and legal obligations.

2. **Directors' Duties and Responsibilities:** Directors must actively contribute to an effective Board and uphold DFNB's mission, values, and policies. Responsibilities include:
   - Staying informed about DFNB's governing documents and industry trends.
   - Attending meetings, participating in committees, and contributing expertise.
   - Acting with diligence, honesty, and independence, free from self-interest or external pressure.
   - Respecting collective Board decisions and voicing dissent during decision-making.
   - Distinguishing between Board and staff roles.
   - Declaring and avoiding conflicts of interest.
   - Complying with all Board-approved policies.

3. **Conflict of Interest Guidelines:** Directors must prioritize DFNB's best interests and avoid conflicts, including:
   - Financial benefits to themselves, family, or associates.
   - Personal interests conflicting with DFNB's interests.
   - Receiving gifts or favors from entities doing business with DFNB.
   - Serving on another board with conflicting material interests.
   - Participating in hiring or evaluating a family member, associate, or friend.

4. **Managing Conflicts of Interest**
   - Disclose conflicts immediately to the Board.
   - Seek guidance from the Chair or Board if uncertain.
   - The Board will determine conflicts by majority vote; the conflicted Director must abstain.
   - Directors aware of another's conflict should raise it for clarification.
   - Conflicted Directors must not influence discussions, vote, or remain present during deliberation.
   - All disclosures and decisions must be recorded in meeting minutes.

5. **Confidentiality:** Directors must maintain confidentiality regarding DFNB's internal operations and not use privileged information for personal gain. When in doubt, they must seek clarification. Breach of confidentiality may be grounds for disciplinary action including censure, suspension, or removal.

6. **Complaints and Disputes**
   - Complaints about a Director's conduct are reviewed by the Executive Committee.
   - Serious violations may be referred to an independent arbiter or legal authorities.
   - Directors under investigation must take a leave of absence.
   - The Board's ruling on disputes is final, with potential disciplinary actions including censure, suspension, or removal.

7. **Oath of Office & Confidentiality Agreement:** Each Director must acknowledge their commitment to uphold DFNB's Code of Conduct and Conflict of Interest Policy set out herein by signing below upon being elected or acclaimed as a director and sign it each year on the anniversary of their election or acclamation.

I, ________________________, a Director of DFNB, acknowledge that I have read and agree to comply with the DFNB Code of Conduct and Conflict of Interest Policy.

I will:
- Act in DFNB's best interests with integrity and due diligence.
- Maintain confidentiality as required.
- Respect and support DFNB's governance framework.
- Declare any conflicts of interest immediately.
- Resign if found in breach of this agreement.

I understand that I must sign this agreement annually to continue serving as a Director.

Director Signature: ______________________ **Date:** _______________

Witnessed by DFNB Chair, 1st Vice Chair or 2nd Vice Chair

Name: _____________________

Signature: _____________________ **Date:** ________________
