

Director Confidentiality Policy

Policy Number	<i>BOH104</i>	Approved Date	<i>February 20, 2019</i>
----------------------	---------------	----------------------	--------------------------

REVISION HISTORY

Reviewed		Amended:	
-----------------	--	-----------------	--

Purpose

To ensure that confidential matters are not disclosed until disclosure is authorized by the board of directors of the Corporation (the “**Board**”).

Scope

This code of conduct applies to all directors of the Corporation (each a “**Director**”) and non-Director members of committees of the Board.

Regulation

a) Duty of Confidentiality

Each director, in his/her capacity as a fiduciary, owe to the Corporation a duty not to disclose or discuss with another person or entity, or to use for their own purpose, confidential information concerning the affairs of the Corporation received in his/her capacity as a director unless otherwise authorized by the Board. Every director shall ensure that no statement that has not been authorized by the Board is made by him or her to the press or public.

Unauthorized disclosure of confidential information can severely damage the reputation of the Corporation and those persons/organizations to whom the confidential information relates. A director’s duty of confidentiality continues even after the director no longer serves on the Board.

b) Confidential Matters

In determining whether information is confidential, the following principles apply:

- all matters that are the subject of closed sessions of the Board are confidential until disclosed in an open session of the Board or as otherwise determined by the Board.
- all matters that are before a committee of the Board are confidential unless they have been determined not to be confidential by the Board.
- all matters that are the subject of open sessions of the board are not confidential.

c) Protecting Confidential Information

Directors must take all reasonable steps to protect confidential information, including the following:

- controlling access to confidential information;
- discussing confidential information with others only if necessary and in doing so, exercising due care;
- not discussing confidential information in public places;
- keeping documents containing confidential information secure and taking steps, including adopting appropriate information technology, to secure sensitive information when it is unattended;
- safeguarding documents off of the Corporation's premises;
- determining whether documents containing confidential information should be shredded or otherwise destroyed prior to disposal in order that confidentiality be assured; and
- not sharing confidential information about the affairs and activities of the Corporation with third parties.

Amendment

This policy shall be reviewed and approved by the Board every two years, and may be amended from time to time as the Board deems necessary.