



# CP#39-08 – Senior Management Confidentiality and Conflict-of-Interest Policy

Approved: 12/20/08 | Revised: 04/16/16

## I. CONFIDENTIALITY

ICC strongly believes in the need to be accountable and transparent to its members. Nevertheless, ICC operates in a demanding and competitive environment and it is critical to ICC's success that confidential information not be disclosed. Accordingly, it is the policy of ICC that employees of ICC may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with ICC to any person, including relatives, friends, and business and professional associates, other than to persons who have a legitimate need for such information and to whom ICC has authorized disclosure. Employees shall use confidential information solely for the purpose of performing services as an employee of ICC. This policy is not intended to prevent disclosure where disclosure is required by law.

Employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information. Conversations in public places, such as restaurants, elevators, and airplanes, should be limited to matters that do not pertain to information of a sensitive or confidential nature. In addition, employees should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speakerphones to discuss confidential information if the conversation could be heard by unauthorized persons.

At the end of an employee's employment with ICC, he or she shall return, at the request of ICC, all documents, papers, and other materials, regardless of medium, that may contain or be derived from confidential information in his or her possession.

## II. CONFLICT-OF-INTEREST

The purpose of this conflict-of-interest policy is to prevent the institutional or personal interests of ICC senior management (each, a "senior manager") from interfering with the performance of their duties to ICC, and to ensure that there is no personal, professional, or political gain at the expense of ICC. This policy is not designed to eliminate relationships and activities that may create a duality of interest, but to require the disclosure of any conflicts of interest and the recusal of any interested party in a decision relating thereto.

A conflict of interest may exist when the interests or potential interests of any senior manager, or that senior manager's close relative, or any individual, group, or organization to which such senior manager has allegiance, may be seen as competing with the interests of ICC, or may impair such senior manager's independence or loyalty to ICC. A conflict of interest is defined as an interest that might affect, or might reasonably appear to affect, the judgment or conduct of any senior manager in a manner that is adverse to the interests of ICC.

**a. Use of Information**

Senior managers shall not use information received from participation in ICC affairs, whether expressly denominated as confidential or not, for inappropriate personal gain or to the detriment of ICC.

**b. Disclosure and Recusal**

Whenever any senior manager has a conflict of interest or a perceived conflict of interest with ICC, he or she shall notify the CEO of such conflict.

When any conflict of interest is relevant to a matter that comes under consideration or requires action by the senior management, the interested senior manager shall call it to the attention of the CEO. Such senior manager shall in all circumstances abstain from voting on such matter. In addition, the CEO shall have the authority to require that such senior manager not be present during discussion or decision on the matter. Furthermore, regardless of whether a senior manager has identified a potential conflict of interest, the CEO shall have the authority to ask any senior manager to not be present at discussion or decision on a matter or otherwise not vote on a matter if in the CEO's reasonable judgment, such senior manager has a potential conflict of interest. A senior manager shall in all circumstances provide the CEO with any and all relevant information on conflict of interest matters.

**III. DISSEMINATION AND CERTIFICATION**

A copy of this policy shall be furnished to each senior manager. The policy and its application shall be reviewed annually for the information and guidance of senior managers, each of whom has a continuing responsibility to scrutinize their transactions and outside business interests and relationships for potential conflicts of interest, and make such disclosures as described in this policy.

As administered by the CEO, each senior manager will be asked to complete a certification of agreement with the policy and disclosure of any known conflicts of interest upon his or her employment and annually thereafter.

**CERTIFICATION**

I have read and agree to abide by ICC's Confidentiality and Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name (please print)

— OR —

I have read and agree to abide by ICC's Confidentiality and Conflict-of-Interest Policy. To the best of my knowledge, I have no conflicts as described in this Policy, except those noted below or on the attached paper.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name (please print)