



CENTENNIAL BERMUDA FOUNDATION POLICY ON POTENTIAL AND ACTUAL CONFLICTS OF INTEREST

Guiding Principles

Centennial Bermuda Foundation (“Centennial”) is dedicated to making objective and fair decisions and acting at all times with integrity. In keeping with these principles, there is a high expectation that all Directors, Committee members, employees and service providers engaged in Centennial’s decision-making process will at all times act in the best interests of Centennial and declare any potential or actual conflicts of interest at the first available opportunity.

What is a conflict of interest?

If Centennial is deliberating on a subject matter where the outcome of its decision benefits or affects you personally or an organization or person that you have a business or personal relationship with, then a conflict of interest exists, and you should declare the interest to the other participants.

Generally, if there is a risk that your participation in the decision-making process of Centennial or the work of Centennial may invoke personal considerations and interests, then a conflict of interest exists.

When to make the disclosure of interest?

Potential and actual conflicts of interest should be disclosed to the other participants at the first available opportunity and normally prior to the commencement of deliberations that Centennial is engaged in whether in the course of a meeting, informal discussion or email exchange. On occasion a conflict of interest becomes apparent after deliberations have taken place. Should this occur, you should promptly disclose the conflict to the participants.

How will Centennial deal with the disclosure?

Except as modified below with respect to conflicts involving the deliberations of the Review Committees and Scholarship Committee, a decision should be made by the participants in the meeting or discussion whether the potential or actual conflict of interest precludes your participation in the deliberations or precludes you from exercising a vote. A notation of the disclosure and the decision of the participants should be recorded. Generally, where the advantage or benefit to you is or may be significant you should normally excuse yourself from that portion of the meeting and the other participants should ensure that you do not participate in the deliberations.

With regard to the deliberations of the Board, Review Committees and the Scholarship Committee relating to an actual or potential grantee or scholarship recipient (“grantee”) there is a rebuttable presumption that a declared conflict is significant. Unless the Board or relevant Committee specifically determines that the declared conflict is insignificant or that special circumstances exist, then the person who has declared the conflict must excuse themselves from all discussions relating to the grantee in question. Where special circumstances have been found to exist, those circumstances should be minuted and the person who declared the conflict of interest should leave the meeting at the time the vote is taken on whether to grant funding.

Charitable causes where a Centennial Director or Committee member is closely tied to the request for funding

In a small community it is common for Directors and Committee members to be closely associated with charitable causes outside of their work with Centennial which may involve them in fund raising. In such circumstances, a Director or Committee member should refrain from appearing before the Board or a Committee as part of a presentation or application for funding or use his or her position with Centennial to influence the outcome.

Gifts and Benefits offered to a Director or Committee member

Offers of gifts or benefits should never be accepted personally but should be directed to the Operations Officer for consideration and should thereafter be declined if receipt of the gift or benefit could be perceived as having a tangible influence on grantmaking decisions. Naming opportunities of facilities that are part of a *bona fide* funding application may be accepted by Centennial's Board in appropriate circumstances.

The purpose of the attached Declaration Form

We generally know what business and personal relationships are likely to intersect with the business of Centennial. The purpose of the attached declaration form is to ensure that a record is maintained of such relationships as it allows Centennial and those involved with Centennial to operate with knowledge of these relationships and to decide when it is appropriate or inappropriate for a person to participate in deliberations.

Completion of this form is in addition to your obligation to give disclosure at any meeting where you have a potential or actual conflict of interest.

Please complete the form and return it to the Nominations and Governance Committee by email to Terré Smith, Operations Administrator to Centennial.

**CENTENNIAL BERMUDA FOUNDATION DECLARATION FORM FOR POTENTIAL OR ACTUAL
CONFLICTS OF INTEREST**

TO: THE NOMINATIONS AND GOVERNANCE COMMITTEE ("the Committee") TO THE ATTENTION OF TERRÉ SMITH, OPERATIONS ADMINISTRATOR TO CENTENNIAL BERMUDA FOUNDATION.

I DECLARE to the best of my knowledge and belief that I am aware of the following potential or actual conflicts of interest:

1. List and provide details of involvement in all businesses or companies that provide services to or receive benefits from Centennial where you, family members, close relatives, close friends or close business colleagues have a direct or indirect interest.
2. List and provide details of involvement in all organisations (including charities, schools and government boards) that either provide services to Centennial or have applied or are likely to apply to Centennial for financial assistance where you, family members, close relatives, close friends or close business colleagues have a direct or indirect interest.
3. List and provide details of all contracts with Centennial that you are aware of where you, family members, close relatives, close friends or close business colleagues are party to.
4. List any gifts or benefits that have been offered to you or which you have received in the last 12 months from potential grant recipients or grant recipients by virtue of being a Director, employee or committee member of Centennial.

I acknowledge and agree that I shall promptly inform the Committee by email of any change in any matter contained in this Declaration, particularly any additional potential or actual conflict and that I shall once a year upon request either complete a new Declaration or confirm in writing that my circumstances remain the same.