

# Northbridge — Conflict of Interest Policy

Policy Owner	Corporate Secretary
Effective Date	2025-07-01
Revision	1.0
Classification	Board Only
Applies To	Board of Directors

## 1. Purpose

This policy establishes Northbridge governance standards for conflict of interest policy.

## 2. Scope

Applies to all activities of the Board of Directors and its committees.

## 3. Roles & Responsibilities

- Board Chair: ensures effective governance and meeting facilitation.
- Corporate Secretary: maintains records and governance compliance.
- Directors: participate actively, disclose conflicts, and act in good faith.
- Committees: oversee delegated responsibilities and report to the Board.

## 4. Requirements & Procedures

- Require directors to disclose potential conflicts annually.
- Establish recusal procedures for conflicted members.
- Maintain conflict disclosures in corporate records.
- Provide training on conflict recognition and reporting.

## 5. Compliance & Exceptions

Exceptions require approval of the Board Chair and Corporate Secretary.

## 6. Review & Maintenance

Reviewed annually as part of board governance cycle.