



CONFIDENTIALITY, CONFLICT OF INTEREST POLICY AND DISCLOSURE AGREEMENT

Effective Date: May 31, 2016

Approved May 14, 2016

Review Date: April 30, 2025

Replaces:

Confidentiality and Conflict of Interest Policy and Disclosure Form

Confidentiality

As a member of the Board, I recognize that I owe a fiduciary duty of care to the Western Pacific Railroad Museum – Feather River Rail Society. This includes a duty of confidentiality. All information and documentation that I receive from Western Pacific Railroad Museum – Feather River Rail Society and others in connection with my service on the Board will be treated with strict confidentiality. Neither the contents nor the existence of this information or documentation will be shared with anyone other than the officers, directors, employees, and authorized agents of Western Pacific Railroad Museum – Feather River Rail Society. I will direct any questions regarding my confidentiality obligations to the Western Pacific Railroad Museum – Feather River Rail Society to the President, Secretary or Policy Chairperson.

This includes any and all discussions in Closed Session of the Board of Directors meetings, HR (Personnel Issues), HIPA (Health Care and Medical Information), and Emergency Contact Information that is of a personal nature.

Conflicts of Interest

As a member of the Board, I recognize that I owe a fiduciary duty of loyalty to Western Pacific Railroad Museum – Feather River Rail Society. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of Western Pacific Railroad Museum – Feather River Rail Society. The purpose of the conflicts of interest policy (set forth below) is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of Western Pacific Railroad Museum – Feather River Rail Society. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Western Pacific Railroad Museum – Feather River Rail Society.
2. A conflict of interest is conduct, a transaction or relationship that presents or might conflict with a Board member's obligations owed to the Western Pacific Railroad Museum – Feather River Rail Society and the Board member's personal, business or other interests.

3. All conflicts of interest are not necessarily prohibited or harmful to Western Pacific Railroad Museum – Feather River Rail Society. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or Western Pacific Railroad Museum – Feather River Rail Society Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.

4. All actual and potential conflicts of interests shall be disclosed by Board members to the Western Pacific Railroad Museum – Feather River Rail Society Executive Committee through the annual disclosure form and/or to the Board whenever a conflict arises. Disinterested members of the Western Pacific Railroad Museum – Feather River Rail Society Executive Committee shall make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate (if any). The Western Pacific Railroad Museum – Feather River Rail Society Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by the Western Pacific Railroad Museum – Feather River Rail Society Executive Committee, as well as all other conflict information, if any, provided by Board members.

I have read the conflicts of interest policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a Western Pacific Railroad Museum – Feather River Rail Society Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the Western Pacific Railroad Museum – Feather River Rail Society Board of Directors in writing.

Disclosure of Actual or Potential Conflicts of Interest:

I acknowledge and agree that my selection for service on the Board and the opportunities made available to me by serving on the Board constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

This Agreement terminates and supersedes all prior understandings or agreements on the subject matter hereof. This Agreement may be modified only by a further writing that is duly executed by both parties.

In my individual capacity:

Signature: _____ Date: _____

Name: _____

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date written below.

For the Feather River Rail Society – Position: _____ (Title)

_____ (Signature)

_____ (Printed Name)

Date: _____