

Confidentiality and Conflict of Interest Policy and Disclosure Form For Employees and Board Members

Confidentiality

As an Employee or Board member, I recognize that I owe a fiduciary duty of care to the Western Virginia Emergency Medical Services Council, Inc. (WVEMS). This includes a duty of confidentiality. All information and documentation that I receive from WVEMS 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 WVEMS. I will direct any questions regarding my confidentiality obligations to the WVEMS Executive Director.

Conflicts of Interest

As an Employee or Board member, I recognize that I owe a fiduciary duty of loyalty to WVEMS. This duty requires me to avoid conflicts of interest and to act at all times in the best interests of WVEMS. 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 Employees and Board members as described below:

1. Employees and Board members have a fiduciary duty to conduct themselves without conflict to the interests of WVEMS. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of WVEMS.
2. A conflict of interest is conduct, a transaction or relationship that presents or might conflict with an Employee or Board member's obligations owed to the WVEMS and the Employee's/Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to WVEMS. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Employees and Board (or WVEMS Executive Committee) members – with the interested Employee or 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 Employees (to the WVEMS executive director) and Board members (to the WVEMS Executive Committee) through the annual disclosure form and/or to the Board or WVEMS Executive Director whenever a conflict arises. If to the Board, disinterested members of the WVEMS Executive Committee shall make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate (if any). The WVEMS Executive Committee shall inform the Board of such determination and action. If concerning an Employee, the WVEMS Executive Director shall make a determination. 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. As of the effective date of this policy, or at the earliest opportunity, all Employees and Board members shall receive and execute a copy of this policy as described below. Going forth, all Employees (upon hire) and Board members (upon appointment or election) 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 WVEMS Executive Director, as well as all other conflict information, if any, provided by Employees and Board members. Annually, a report of compliance and all other conflict information shall be provided by the Executive Director to the Board.

CONFLICTS OF INTEREST ACKNOWLEDGMENT AND DISCLOSURE FORM

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 WVEMS Employee or 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 WVEMS Executive Director 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 as an Employee or on the Board constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

In my individual capacity:

Signature: _____

Name (printed): _____

Date: _____