

Conflict of Interest and Confidentiality Guideline

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Introduction

1. This Guideline for MOTIVA represents conditions for employees and partner organizations carrying out responsibilities on behalf of MOTIVA that could place the individual in a position of conflict of interest, and/or give them access to confidential information.
2. For the purpose of the Guideline, "official" means all persons whose conduct is affected by this Guideline:
 - a) An employee of MOTIVA;
 - b) Any individual under contract, including a personal service contract, with MOTIVA or with any other organization or firm and carrying out duties on behalf of MOTIVA;
 - c) Any individual representative carrying out responsibilities or duties on behalf of MOTIVA.

Objective

3. The objectives of the Guideline are to enhance confidence in the integrity of individuals representing MOTIVA:
 - a) While encouraging the use of MOTIVA expertise
 - b) While facilitating interchange between the MOTIVA and clients, regulatory agencies, other stakeholders, and the public;
 - c) By establishing clear rules of conduct respecting conflict of interest applicable to all MOTIVA representatives, and
 - d) By promoting adherence to the MOTIVA Code of Ethics.
4. Every official shall conform to the MOTIVA Code of Ethics and the following principles that articulate the complete Guideline for MOTIVA Officials.
5. Officials shall ensure that they are free from any commercial, financial, internal and external pressures. They shall also ensure that they do not take part in any activities that might diminish confidence in MOTIVA's competence, impartiality, judgment or operational integrity, and that they will not allow any such pressures to adversely affect the quality of their work
6. Officials shall not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities and that is not generally available to MOTIVA employees, clients, or the general public.
7. Officials shall avoid commercial or contractual conflicts with the performance of their duties for MOTIVA, and shall disclose to the MOTIVA General Manager all involvement in personal, commercial, or professional activities or contracts that could put them in a position of a real, potential, or apparent conflict of interest with the performance of their duties.
8. Officials shall return to MOTIVA all documents and copies relating to the evaluation, assessment or audit of an organization.
9. Officials agree that MOTIVA may disclose to client's officials, their involvement in outside activity, that in MOTIVA 's opinion, represents a real or apparent conflict of interest.
10. Officials agree that if a finding of real or apparent conflict of interest is made, the official will absent himself/herself from deliberations that relate to the evaluation, assessment, or audit of an organization.
11. Officials shall respect and safeguard the confidentiality of all information attained in the conduct of their duties, including documents provided by MOTIVA and any information personally observed or obtained, and shall not

disclose any such information to any person without the express written permission of MOTIVA or the client, except where required by law.

Indemnification

12. Officials agree that any official responsible for any breach of confidentiality with respect to information received in their capacity as “official” shall indemnify MOTIVA fully for any damages or loss suffered by MOTIVA as a result of said breach.