



Women in Cable  
Telecommunications™

## Pacific Northwest Chapter

### Conflict of Interest Policy

1. **Policy Statement.** Each officer, director, and committee or task force member (“volunteer leader”) should avoid both actual and apparent conflicts of interest that would interfere with their ability to discharge their fiduciary responsibilities to **Pacific Northwest Chapter**. **Pacific Northwest Chapter** encourages its volunteer leaders to follow ethical standards, to be in compliance with all laws, and to avoid any conflict of interest, or appearance of such, including having their titles or affiliation used to publicize personal or company activities, programs, or events (especially those conducted for private profit). Each volunteer leader is required to disclose annually their interests that could give rise to a conflict of interest.
  
2. **Conflict of Interest Defined.** The term “conflict of interest” includes, but is not limited to, circumstances where a volunteer leader, or a member of his or her immediate family:
  - (a) owns any financial or other proprietary interest in any entity supplying (or seeking to supply) goods or services to WICT;
  - (b) accepts, agrees to accept or solicits any substantial benefit from a third party on account of that party’s past, present, or future business relationship with WICT;
  - (c) receives any substantial financial benefit from a pending decision of WICT or from an organization or individual being evaluated by WICT; or
  - (d) serves as an officer, director or committee member of any competing organization, i.e., any nonprofit or business enterprise whose purposes, products, and/or services compete with those of WICT.
  
3. **Disclosure of the Existence of a Conflict.** If any volunteer leader of WICT knows, believes, or has reason to know or believe, that he/she has a conflict of interest or a potential conflict of interest with respect to any transaction involving WICT, any decision of the Board, any decision of a committee or task force, or any action taken by an officer

("transaction"), such person shall inform the Board of the Committee of the existence of such conflict of interest or potential conflict of interest.

4. **Effect of the Existence of a Conflict of Interest.** In the event that it is determined that a conflict of interest exists, and the volunteer leader has made full disclosure of the facts surrounding the conflict, then the Board of Directors shall determine whether the volunteer leader may fully participate in the deliberations and vote on the affected transaction. If the volunteer leader merely discloses the existence of the conflict of interest or potential conflict of interest, yet fails to disclose or is prohibited from disclosing all material facts regarding the conflict, then such volunteer leader shall be prohibited in participating in any manner or form in the deliberations or decisions regarding the affected transaction.
  
5. **Resignation.** No individual who has an actual conflict of interest shall be required to resign his or her position with **Pacific Northwest Chapter** merely because of the existence of a conflict; however, the remaining members of the Board of Directors may make a fair and full evaluation of all facts pertaining to the conflict of interest to determine its extent. If the remaining members of the Board of Directors make a determination in writing that the nature and extent of the conflict of interest is so substantial and of such a continuing nature that it would be impossible for the volunteer leader to discharge the duties of his or her office with the requisite degree of loyalty and integrity , then the Board of Directors may require the resignation of the volunteer leader who is subject to the conflict of interest or secure removal of the volunteer leader as permitted by law.

**DISCLOSURE**

I have reviewed the **Pacific Northwest Chapter** Conflict of Interest Policy and agree to be bound by its provisions for the duration of my appointed or elected term. I would like to disclose the following information in support of the policy (e.g., competing organization to which I belong, other organizations that I have financial or proprietary interest that may be affected by my **Pacific Northwest Chapter** service, and so on).

N/A

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*Wendy S. Mizutani*  
Signature

3/21/16  
Date

Name: Wendy S. Mizutani  
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