



CAYMAN ISLANDS MONETARY AUTHORITY BOARD OF DIRECTORS CODE OF CONDUCT

1. The Directors are under a legal obligation at all times to act honestly, in good faith, with care and skill and in the best interests of the Authority.
2. The Authority expects professional and ethical conduct from its Directors. They should treat one another, officers and staff with openness, respect, courtesy and co-operation. This includes proper use of authority and appropriate behaviour when acting as a Director.
3. Directors must be loyal to the Authority and follow the conflict of interest provisions of the Monetary Authority Law.
 - Where a legal conflict of interest arises, appropriate action should be taken immediately to disclose the conflict to the Board and to withdraw from any Board consideration of the matter.
 - Directors must not use for personal gain confidential/insider information gained while a Director.
 - Directors should not put themselves in a position where they may be involved in or supporting activities which conflict or may conflict with the Authority's position or interests.
4. In reaching decisions, Directors must:
 - act prudently and consider what is in the best interests of the Authority alone.
 - take into account all relevant matters and make decisions on an informed basis.
 - ignore personal or other factors which might improperly affect their judgement.
5. If a Director disagrees with the decision of the Board properly reached, publicly he/she:
 - must abide by and support the decision, or resign.
 - must not disclose his dissent while still a Director.
6. Directors shall not interfere with or exercise authority over officers or staff of the Authority, except where expressly authorised by the Board.



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7. Communications with third parties on behalf of the Board will generally be through the Chairman, or Deputy Chairman (once appointed) in his absence. Other Directors who are interacting with third parties shall emphasise that they do not speak for the Authority or Board, unless specifically authorised to do so by the Board.
 8. Directors shall not discuss or disclose confidential matters or information relating to the Authority, officers, staff, licensees, clients of licensees or otherwise of which they become aware as Directors, except where expressly authorised by the Board or compelled by law.
 9. Directors shall exercise good judgement in accepting hospitality from those who have an interest in the outcome of decisions of the Authority. Gifts, other than customary and reasonable ones at holiday season, should be declined.
 10. Directors shall not comment on the performance of officers or staff except pursuant to performance review procedures established by the Board.
 11. Directors shall discourage direct communication by staff who attempt to bypass administration and shall encourage staff to utilise reporting lines within administration to bring their concerns to the Board.
 12. Directors shall be familiar with:
 - The Monetary Authority Law.
 - Cayman Islands regulatory laws.
 - The Authority's regulations, rules and policies.
 - The Authorities organisational and management structure.
 - The rules of procedure for proper conduct of meetings.

They should also promptly review materials presented to the Board. This will enable decisions of the Board to be made in an informed, efficient and timely manner.

13. Directors shall attend meetings on a regular and punctual basis. If they are unable to attend they should advise the Secretary. The Monetary Authority Law provides that the office of a Director is automatically vacated if a member misses three consecutive meetings of the Board without the approval of the Chairman.