

White Earth Tribal Utility Commission Conflict of Interest Policy

Article I. Purpose

It is the policy of the White Earth Tribal Utility Commission (Commission) to insure that the Commission is always worthy of the trust and confidence of the White Earth Nation (Nation), its tribal members, ratepayers, utility customers and regulated entities. Commissioners must act ethically, lawfully, and in accordance with Commission policy. Furthermore, commissioners must manage their personal and business affairs in a manner that will avoid even the appearance of a conflict between personal interests and responsibilities to the Commission and the Nation. The purpose of this Policy is to set forth certain agreed principles which will govern and guide the conduct of commissioners in respect to ethical and legal issues, commission governance and matters of conflict of interest.

Article II. Policy

It is the stated policy of the Commission: (1) to comply with all applicable rules, regulations and laws; (2) to require high standards of honest and ethical conduct, including proper and ethical procedures for resolving actual or apparent conflicts of interest; (3) to make full, fair and accurate disclosure in reports required to be filed with regulatory and governmental authorities; (4) to require confidentiality and fair dealing. Commissioner's conduct during and outside of Commission duties must be in accordance with this stated policy.

Article III. Definitions

"Conflict of Interest" means, without limitation, an Interested Person may have a Financial Interest related to a matter before the Commission. A "conflict of interest" is also any transaction or relationship which presents, or may present, a conflict between a commissioner's obligations to the Commission and his or her personal or business interests. In the event that there is a question whether a conflict exists, the issue shall be addressed in accordance with Article V of this Policy.

"Financial Interest" means any actual or potential ownership, investment or compensation agreement with a regulated entity or ratepayer, either directly or indirectly.

"Immediate Family Member" means a parent, stepparent, or foster-parent, spouse, domestic partner or fiancé, child, step-child, or foster child, sibling, step-sibling, father-in law, mother-in law, daughter-in law, son-in law, sister-in law, brother-in law, aunt, uncle, niece, nephew, grandparent, great-grandparent, grandchild or great-grandchild.

"Interested Person" means a commissioner, or a person, immediate family member, or entity related to or controlled by a commissioner, who has a direct or indirect Financial Interest.

Article IV. Standards

The Commission requires that each commissioner:

- Avoid conflicts of interest at all costs. When a commissioner has an actual or potential conflict of interest, his or her responsibility is to (1) formally inform the Chair of the Commission (Chair) of the conflict, including all details; (2) avoid any attempt to influence a decision on the matter; and (3) not participate in or be present during the discussion or voting on that matter. If the Chair has an actual or potential conflict, then the Chair will formally inform the Vice-Chair of the Commission and the Vice-Chair shall assume the role of the Chair under this Policy.
- Do not accept gifts, fees or entertainment that exceeds a nominal value of \$100 from regulated entities, suppliers, ratepayers, and others that are under the jurisdiction of the Commission or the Nation.
- Report to the Chair (or if required, the Vice Chair) and do not take personal benefit from any business opportunity which may be of interest to, or under the jurisdiction of, the Commission.

Article V. Conflict of Interest Procedures

Section 1. Duty to Disclose.

Related to any actual or potential conflict of interest, an Interested Person must disclose the existence of a Financial Interest. The Chair (or if required, the Vice Chair) shall provide the Interested Person with an opportunity to disclose all material facts to the Commission when considering a proposed Commission action that poses a potential conflict.

To aid the disclosure and serve as documentation, each commissioner shall complete a conflict of interest questionnaire at least annually, and more often as needed.

Section 2. Recusal.

Pending a determination of whether a conflict of interest exists, and upon determination that a conflict of interest does exist, no commissioner shall discuss or vote on any matter which would involve a conflict of interest. Any commissioner for whom there may exist a conflict of interest shall refrain from discussion or vote on any such matter, and shall not be physically present in the room at the time any vote is taken thereon.

Section 3. Making a Determination of Conflict of Interest

The Chair (or if required, the Vice Chair) shall review each commissioner's questionnaire and any other submitted disclosures for each commissioner. After an Interested Person discloses a

potential conflict of interest, the Chair (or if required, the Vice Chair) should request that person to leave the Commission meeting. The remaining commissioners shall then discuss the potential conflict of interest and vote on its existence.

If the Commission determines a conflict of interest exists, the Interested Person shall not be allowed to participate in any further internal discussion of the matter and will not be allowed to vote on the matter.

Section 4. Disciplinary Action

If the Commission reasonably believes that a commissioner failed to disclose an actual or potential conflict of interest, they will inform the commissioner and provide an opportunity for the commissioner to offer an explanation about why he or she failed to disclose the conflict or potential conflict of interest. The Commission may take disciplinary action if it continues to believe that a conflict of interest still exists.

Article VI. Records of Proceedings

The internal minutes of the Commission shall contain the name of the commissioner who disclosed or were found to have a conflict or potential conflict, the nature of the conflict, any action taken by the Commission and the Commission's decision on the existence of the conflict. The record will also show the commissioners present for discussions and votes, alternatives to the vote and a record of votes taken.

Article VII. Annual Statements

The Chair will ensure that each commissioner shall sign a statement that affirms that they received a copy of the conflicts of interest policy, have read and understood its contents, and agree to comply with the policy.

Article VIII. Periodic Reviews

The Commission shall operate in a manner consistent with its legal and regulatory purposes and shall not engage in activities that may jeopardize its governmental status. The Chair shall conduct periodic reviews to include such issues as whether particular actions, transactions or agreements present potential conflicts of interest. The reviews shall also inquire about partnerships, joint ventures and other arrangements, and whether those arrangements conform to the Commission's written policies, including whether those arrangements are properly recorded and reflect reasonable payments for goods or services.

Article IX. Use of Outside Experts

The Commission may use outside experts when conducting periodic reviews on conflicts of interest. When experts are used, their use does not replace the Commission's responsibility for conducting future periodic reviews.

Article X. Compliance

Failure to comply with this policy may result in disciplinary action up to and including a request for resignation from the Commission. The action taken will be commensurate with the seriousness of the conduct and an evaluation of the situation by the Commission. All suspected violations of this policy will be brought to the attention of the Chair (or if required, the Vice Chair).

The commissioners are selected to serve the needs of the Nation, its tribal members, utility ratepayers and customers, and not to serve the personal financial needs of the commissioner. Legal, regulatory, and ethical considerations make it mandatory that commissioners avoid any and all conflicts of interest. No policy can reference every potential conflict, but each commissioner, by signing this Code of Ethics & Conflict of Interest Policy on an annual basis, agrees to comply with this Code and to be sensitive to the intent of this Code, which is for commissioners to act always with integrity, in the best interest of the Commission and Nation, in compliance with the law and in accordance with proper Commission process.

Approved on the 1st day of June, 2023 by the White Earth Tribal Utility Commission.

**WHITE EARTH TRIBAL UTILITY COMMISSION
CONFLICT OF INTEREST POLICY
ANNUAL DISCLOSURE STATEMENT**

I, _____ (name printed), have read the
Conflict of Interest Policy of the White Earth Tribal Utility Commission (Commission).

- To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship is engaged in any transaction or activity that may represent a conflict with my obligations to the Commission.
- To the best of my knowledge and belief, neither I nor any person or organization with whom I have a personal or business relationship intends to engage in any transaction, to acquire any interest in any organization or entity, or to receive any substantial gift or favor that may represent a conflict with my obligations to the Commission.
- To the best of my knowledge and belief, I do not expect to receive compensation from the Commission other than for reimbursement of reasonable expenses.
- To the best of my knowledge and belief, no member of my family expects to receive any compensation or material financial benefit from the Commission or its regulated entities.

Any exception to the statements made herein is disclosed in full below.

Without Exception _____ (initial)

With Exception as Described Below _____ (initial)

Signature _____ Date _____

Exceptions:
