

Renewable Northwest Project
Code of Business Conduct, Ethics
And
Conflict of Interest Policy

This Code of Business Conduct, Ethics and Conflict of Interest Policy applies to Renewable Northwest Project, directors, officers and employees. The purpose of the following policy and procedures is to prevent the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties, or result in personal financial, professional, or political gain on the part of such persons at the expense of Renewable Northwest Project (RNP), its supporters and other stakeholders.¹

Definitions: *Conflict of Interest* (also Conflict) means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. Persons in a position of trust include staff members, officers, and board members. *Board* means the Board of Directors. *Officer* means an officer of the Board of Directors. *Volunteer* means a person -- other than a board member -- who does not receive compensation for services and expertise provided to RNP and retains a significant independent decision-making authority to commit resources of RNP. *Staff Member* means a person who receives all or part of her/his income from the payroll of RNP. *Supporter* means corporations, foundations, individuals, 501(c)(3) nonprofits, and other nonprofit organizations who contribute to RNP.

Purpose: RNP is proud of the values with which it operates as an organization and the method by which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of transactions and interactions. To this end, RNP Board has adopted this Code of Business Conduct, Ethics and Conflict of Interest Policy to:

- a. emphasize the RNP's commitment to ethics and compliance with the law;
- b. set forth basic standards of ethical and legal behavior;
- c. provide for disclosure of conflicts of interest;
- d. help prevent and detect wrongdoing.

Given the variety and complexity of ethical questions that may arise in RNP's course of business, this Policy serves only as guide. Confronted with ethically ambiguous situations, directors, officers and employees of RNP should remember RNP's commitment to the highest ethical standards and seek advice from Disinterested Board Members, officers, managers or other appropriate personnel to ensure that all actions they take on behalf of the RNP honor this commitment.

¹ This policy based upon a sample policy provided by the National Council of Nonprofit Associations, 2004,

Policies and Practices

Fair Dealing: It is the policy of RNP that its directors, officers and employees shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open selection of contractors and suppliers and will deal with members, nonmembers, and colleagues ethically.

Compliance with Laws, Rules and Regulations: Obeying the law, both in letter and in spirit, is the foundation on which the RNP ethical standards are built. In conducting the business of RNP, the directors, officers and employees shall comply with applicable governmental laws, rules, and regulations at all levels of government in the United States.

Confidential Information: RNP staff will occasionally be provided confidential and proprietary information for the purpose of conducting RNP related activities. Unauthorized disclosure, trading and self dealing of such information by past or present employees is prohibited. No officer or employee of RNP shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

Full Disclosure of Conflicts of Interest: It is the policy of RNP that its directors, officers and employees shall fully disclose conflicts of interest in accordance with the following procedure and guidelines:

- 1) Full disclosure, by notice in writing, shall be made by the interested parties to the full Board of Directors in all conflicts of interest including but not limited to the following:
 - a. A board member is related to another board member or staff member by blood, marriage or domestic partnership.
 - b. A staff member in a supervisory capacity is related to another staff member whom she/he supervises.
 - c. A board member or their organization stands to benefit from a transaction or staff member receives payment from RNP for any subcontract, goods, or services other than as part of her/his regular job responsibilities or as reimbursement for reasonable expenses incurred as provided in approved policy.
 - d. A board member's organization receives grant funding from RNP.
 - e. A board member or staff member is a member of the governing body of a contributor to RNP.
 - f. A volunteer working on behalf of RNP who meets any of the situations or criteria listed above.
- 2) Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors, or a designated Executive Committee of the Board of Directors, shall determine whether a conflict of interest

exists and, if so the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict and protect the RNP's best interests. Determination, authorization or rejection votes shall be by a majority vote without counting the vote of any interested director, even if the disinterested directors are less than a quorum provided that at least one consenting director is disinterested.

- 3) A Board member, who is formally considering employment with RNP, must take a temporary leave of absence from the Board and any committees of RNP until the position is filled. Such a leave will be taken within the Board member's elected term which will not be extended because of the leave. A Board member or committee member who is formally considering employment with RNP must submit a written request for a temporary leave of absence addressed to the Chair of the Board and the Secretary of the Board, c/o RNP's office, indicating the time period of the leave. The Chair will bring the request to the Board for action. The request and any action taken shall be reflected in the official minutes of the organization.
- 4) An interested Board member, officer, or staff member shall not participate in any discussion or debate of the Board of Directors, or of any committee or subcommittee thereof in which the subject of discussion is a contract, transaction, or situation in which there may be a perceived or actual conflict of interest between the private interests and official responsibilities of Board member, officer or staff member in a position of trust and or fiscal responsibility of RNP. However, they may be present to provide clarifying information in such a discussion or debate unless objected to by any present Board or committee member.
- 5) Anyone in a position to make decisions about spending RNP's resources (i.e., transactions such as purchases contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises (or becomes apparent); s/he should not participate in any final decisions.
- 6) A copy of this policy shall be given to all Board members, staff members, volunteers or other key stakeholders upon commencement of such person's relationship with RNP or at the official adoption of stated policy. Each board member, officer, staff member, and volunteer shall sign and date the policy at the beginning of her/his term of service or employment and each year thereafter. Failure to sign does not nullify the policy.

Annual Review: This policy and conflict of interest disclosure form must be filed annually by all members of the Board of Directors, Officers and Employees of RNP.

RNP Conflict of Interest Declaration

All Board Members, Officers and Employees of RNP shall disclose to the Chairman of the Board of Directors any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest. A conflict of interest means a conflict, or the appearance of a conflict, between the private interests and official responsibilities of a person in a position of trust. No action shall be taken by the Board or Officers and Managers of RNP with respect to such transaction or party until such action and the potential conflict of interest has been reviewed and approved by the Board of Directors or a designated Executive Committee of the Board. This form must be filed annually by all specified parties, as identified in the RNP's Conflict of Interest Policy.

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify):

The undersigned, by their affixed signature, note their understanding of the implications of this policy.

Signature: _____

Printed Name: _____

Date: _____