

Eastern Iowa Light & Power Cooperative

Code of Ethics

Our Values

- ▶ **Integrity and Accountability:** The cooperative strives to deliver on its promises and, when mistakes happen, the board takes responsibility and tries to fix those mistakes.
- ▶ **Safety:** Public and employee safety are paramount.
- ▶ **Member Focus and Customer Service:** The cooperative exists only to meet the needs of its member-consumers and recognizes that trust is essential and earned every day. Member-consumers will be treated respectfully and fairly at all times.
- ▶ **Corporate Citizenship:** The cooperative seeks to assist local communities and improve their quality of life.
- ▶ **Fairness:** The cooperative will always seek to use fair and open procedures and communications when working with member-consumers, vendors, and others.

Introduction

Since its incorporation in 1935, the directors of Eastern Iowa Light and Power Cooperative (“EILP”) have had a consistent history of fair, honest, and ethical conduct for all activities conducted on behalf of the cooperative or in the community. This Code of Ethics is intended to be a constant reminder of that tradition, and a statement of how we will continue to conduct ourselves on a daily basis. It identifies our values and the procedures followed to ensure these values are upheld. All directors are expected to know and understand the standards and expectations it expresses.

The Code of Conduct is not exhaustive. It provides guidance in how directors are expected to carry out their duties. Because the Code cannot address every possible situation, directors are expected to use good judgment and raise questions when in doubt. Directors are expected to consult with the President of the Board, the Compliance Officer of the Board or the CEO if in doubt about the standards that apply in any situation.

The board believes ethical standards are achieved, not just through the publication and dissemination of this document, but through open and ongoing discussion about ethical issues related to the business and activities of the cooperative. Further, this open-door climate is achieved only when directors understand they can openly raise questions and concerns without fear of retaliation.

Standards of Conduct

Directors are expected to uphold the values of the cooperative and are required to report any situation where the individual reasonably suspects activities may be in violation of the law, board policies on standards of conduct, or this Code. Standards of conduct include:

- ▶ Deal honestly and fairly with member-consumers, suppliers, and others having dealings with the cooperative.
- ▶ Prohibited from offering bribes, kickbacks, or other forms of improper payments, direct or indirect, to any representative of government, a labor union, customer, or supplier to obtain a contract or other commercial benefit or government action.

- ▶ Prohibited from giving or receiving bribes, kickbacks, or improper payments from anyone. They are prohibited from receiving gifts or favors of more than nominal value from member-consumers or suppliers as established by board policies. If in doubt, the party is expected to ask the board president if the proposed gift or favor is of more than “nominal value”.
- ▶ Limit reimbursable expenses to those that are necessary, prudent, and business related.
- ▶ Prohibited from taking unfair advantage of member-consumers, suppliers, or other third parties through manipulation, concealment, abuse of privileged information, or any other unfair-dealing practice.

Directors will adhere to all board policies, rules and procedures.

Confidentiality of Information

Directors are frequently entrusted with confidential information. This may include technical or financial information about current or future projects, business plans, personnel information, member-consumer lists, and other information that, if disclosed, might be of use to competitors or potentially harmful to suppliers, member-consumers, or employees. This information is the property of EILP.

Directors shall:

- ▶ Not discuss confidential information with or in the presence of unauthorized persons, including family members and friends.
- ▶ Use confidential information only for the cooperative’s legitimate business purposes, and not for personal gain.
- ▶ Not disclose confidential information to third parties unless such disclosure is necessary for business purposes, or is otherwise required, and only when appropriate safeguards are put in place.
- ▶ Not use cooperative information or other property or resources for any personal gain or for the gain of anyone else.

Member-Consumer Communications

Member-consumers own the cooperative. In communicating, Directors shall:

- ▶ Provide all information to which member-consumers have a legitimate right.
- ▶ Provide information that is accurate and understandable.
- ▶ Not make false or misleading statements.

Legal and Regulatory Compliance

EILP will comply with all local, state, and federal laws, rules, and regulations applicable to the activities of the cooperative. It will maintain a safe and healthy work environment, free from harassment or discrimination.

Reporting of Violations

Directors are responsible for ensuring violations of laws, rules, regulations, or this Code are reported and addressed promptly. Reports of suspected violations may be made in person or in writing, confidentially or anonymously, to the President of the Board, Compliance Officer of the Board or the CEO. All such reports will be promptly investigated and appropriate corrective action will be taken. Any director who makes a report in good faith and based on a reasonable belief may do so without fear of harassment, retaliation, or

retribution, in accordance with the cooperative's whistle-blower policy.

Director Education

Directors will receive a copy of the Code of Ethics and will receive training and periodic communications to ensure familiarity with its contents and requirements. On a periodic basis, directors shall be presented with updates on potential ethical challenges and industry trends that may relate to ethical behavior. Annually directors are required to sign a certification and disclosure form, indicating they have received a copy of the Code of Ethics, read or reread its contents, and understands their obligations under the Code.

Monitoring and Enforcement

Directors are responsible for monitoring compliance with the Code by reporting reasonably believed violations in a timely manner (as discussed above) and cooperating with investigations of suspected violations. Directors, and officers, who violate any laws, rules, regulations, or the Code may face appropriate, case- specific corrective action, which may include demotion or sanction.

The president may use a progressive process in handling a director who violates board policy. A progressive process may include the president or attorney reminding a director of the policy violation or may use Robert's Rules of Order Newly Revised "Robert's Rules", by which prescribes guidelines for orderly conduct by directors and procedures for addressing disorderly conduct. The president may instruct the secretary to identify a disorderly director and record the objectionable or disorderly words used. In the events it's the president who violates policy, the vice president will handle the progressive process. If a director continues to violate board policy before, during or after a board meeting, the president may ask for board action to include but not limited to:

- ▶ board censure;
- ▶ removing director from elected board office;
- ▶ decrease or withholding of director compensation;
- ▶ decrease or withholding of director reimbursement for participating in education and training courses, conferences and events;
- ▶ decrease or withholding of director expense reimbursement for attending state or national association meetings;
- ▶ removing director from all board committees;
- ▶ removing director from attending board meeting(s); or
- ▶ pursue removal of director in accordance with procedures of the bylaws, articles and Iowa Code.

Additionally, on a periodic and planned basis, the board or policy committee of the board will receive and discuss the effectiveness of the Code of Ethics and review and recommend appropriate enhancements as necessary.

ADOPTED BY THE BOARD OF DIRECTORS ON JULY 28, 2005.

REVISED BY THE BOARD OF DIRECTORS ON OCTOBER 30, 2008; MARCH 29, 2012; APRIL 28, 2022.

REVIEWED BY THE BOARD OF DIRECTORS ON JULY 1, 2022.