

## **National Association of Regulatory Utility Commissioners (NARUC) Conflict of Interest Policy and Disclosure Form**

Members of the Board of Directors of the NARUC, officers, and key employees each have an affirmative obligation to act at all times in the best interests of the Association in their capacity as members for the Board. This policy serves to define the term “conflict of interest,” to assist members of the Board, officers, and key employees in identifying and disclosing such conflicts, and to minimize the impact of such conflicts on the actions of NARUC whenever possible. (Collectively, this policy will refer to directors, officers, and key employees as “Covered Officials.”)

*Fiduciary duty.* Each Covered Official has a fiduciary duty to conduct himself or herself without conflict to the interests of NARUC. When acting within his or her capacity as a Covered Official, he or she must subordinate personal, business, third-party, and other interests to the welfare and best interests of NARUC.

*Conflict of interest defined.* A “conflict of interest” is any transaction or relationship which presents, or may present, a conflict between a Covered Official’s obligations to NARUC and his or her personal or business interests.

*Disclosure.* The Board of Directors recognizes that conflicts of interest are not uncommon, and that not all conflicts of interest are necessarily harmful to NARUC. However, the Board requires full disclosure of all actual and potential conflicts of interest. Each Covered official shall disclose any and all facts that may be construed as a conflict of interest, both through an annual disclosure process and whenever such actual or potential conflict occurs.

*Process and remedy.* The Board of Directors will determine whether or not a conflict of interest exists, and whether or not such conflict materially and adversely affects the interests of NARUC. A Covered Official whose potential conflict is under review may not debate, vote, or otherwise participate in such determination. If the Board of Directors determines that an actual or potential conflict of interest does exist, the Board shall also determine an appropriate remedy. Such remedy may include, for example, the recusal of the conflicted Covered Official from participating in certain matters pending before the Board or other NARUC body.

*Delegation.* The Board of Directors may delegate its authority to review and remedy potential conflicts of interest to the NARUC Executive Committee. Only disinterested members of the Executive Committee may participate in any such review. The Executive Committee shall inform the Board of its determination and recommended action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

*Annual disclosure process.* On an annual basis, each member of the Board of Directors shall be provided with a copy of this policy, and shall complete and sign the acknowledgement and disclosure form below.

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*Adopted by the NARUC Board of Directors  
July 22, 2009*

**NARUC BOARD OF DIRECTORS**  
**Annual Statement of Disclosure**

I, \_\_\_\_\_ (name printed), have read the Conflict of Interest Policy of NARUC.

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 NARUC.

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 NARUC.

To the best of my knowledge and belief, I do not expect to receive compensation from NARUC 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 NARUC.

To the best of my knowledge and belief, I have no family relationship or business relationship with any current member of the Board of Directors, any officer, or any key employee of NARUC.

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

Without Exception \_\_\_\_\_ (initial)

With Exception as Described Below \_\_\_\_\_ (initial)

Signature \_\_\_\_\_ Date \_\_\_\_\_