

**CLEAR RIVER ELECTRIC & WATER DISTRICT**  
**BOARD OF UTILITY COMMISSIONERS**  
**CODE OF ETHICS AND CONDUCT**

I. PURPOSE

The Clear River Electric & Water District Board of Utility Commissioners (“Board”) must be self-governing, self-policing, and have consistent guidelines for its operations. The Board hereby establishes its Code of Ethics and Conduct to provide guidance to its members regarding ethical and behavioral considerations and/or actions as they address their duties and obligations during their tenure.

Compliance with the provisions of this Code will allow the Board to fully enhance relationships and foster teamwork among Board members and also with staff; and to build respect, confidence, and credibility with the citizens of the Clear River Electric & Water District (“Utility District”).

II. CODE OF ETHICS

Each Board member shall adhere to the following Code of Ethics:

- A. Board members shall act with integrity and in an ethical and professional manner in their interactions with each other, the General Manager, the Utility District employees, consultants, advisors, and the public.
- B. Board members shall maintain high ethical and moral character, both professionally and personally, so that their behavior will reflect positively upon the Board.
- C. Board members shall act with competence and shall strive to maintain and enhance their competence and that of their fellow Board members.
- D. Board members shall use proper care and exercise independent professional judgment in the performance of their duties.
- E. Board members shall maintain confidentiality about all matters that are considered in executive session.
- F. Board members shall follow the provisions of the Freedom of Information Act in regards to public records owned, prepared, or in possession of the Utility District.

- G. Board members will meet the following criteria in order to avoid even the appearance of impropriety.
1. Board members will have no private contracts or business dealings with the Utility District.
  2. Board members will recuse themselves and will not participate in the consideration of any matter or attempt to affect the outcome of any issue before the Board when to do so might result in even the appearance of a conflict of interest as defined.
  3. Board members will not abuse their authority by using their offices to obtain favorable treatment by the Utility District for any person.
  4. Board members shall receive no payments from the Utility District or from any funds or transactions of the Utility District except for appropriate compensation for their services and reimbursement for expenses as provided in the Clear River Electric & Water District Charter and Bylaws.
- H. Board members shall exercise due diligence to avoid breaches of duty via negligence, intentional action or omission, and unauthorized communications with individuals trying to influence by improper means or seeking to receive personal gains through Board decisions.

### III. STANDARDS OF CONDUCT

Board member shall comply with the following standards of conduct:

- A. Board members shall not engage in conduct that would compromise, discredit, or diminish the integrity of the Board and/or the Utility District.
- B. The Board will provide instruction and direction only to the General Manager.
  1. Board members will be sensitive to the considerable workload of the staff when making requests for assistance and all requests for assistance will be made through the General Manager.
  2. Board members will reorient staff that attempt to use Board members as their representatives or use Board members as an avenue for input to the General Manager.

- C. No individual Board member shall give orders or instructions to any employee of the Utility District. This does not preclude an individual Board member from offering his or her opinion, based upon his or her expertise and/or experience, when an employee of the Utility District requests such an opinion.
- D. Board members will operate with the understanding that they represent the customers/owners of the Utility District.
- E. Board members will strive to establish sound working relationships with each other by taking time to know and appreciate each other as individuals.
  - 1. Board members will be respectful of each other and will not utilize Board meetings to upstage or embarrass colleagues.
  - 2. Board members will respectfully consider the opinions of others during deliberations, strive for integration of viewpoints or consensus building in decision-making, and will respect the majority judgment of the Board in regards to its decisions.
- F. Board members will refrain from using Board meetings to advance their personal agenda.
- G. Board members will strive to cultivate and maintain good relations with the public, press, and constituent groups.
- H. Individual Board members shall refer all proposals or other communications regarding potential or existing programs, contracts, or services to the General Manager.
- I. Board members shall not communicate with persons under consideration for selection for contracts, acquisitions, etc. while the procurement process is in progress.
- J. A Board member shall not participate in a breach of this Code of Ethics and Conduct by another member, contribute to the concealment of such breach, or knowingly or negligently allow such breach to occur.

#### IV. GIFTS

- A. A Board member shall not solicit or receive a gift or favor from any person, company, or organization, or from any intermediary interest, that may compromise or appear to compromise the independent judgment of the member regarding his or her obligations to the Board.

- B. Any gift received by a Board member that is prohibited by this policy shall immediately be returned to its source.

V. GENERAL PROVISIONS

- A. The provisions of this policy do not excuse any Board member from other restrictions of state or federal law regarding conflicts of interest.
- B. Any breach of this Code of Ethics and Conduct shall be reported to the Board of Utility Commissioners Policy Subcommittee. The Subcommittee will investigate, as appropriate, and report its findings and recommendations to the full Board.