

## **PLMA CODE OF CONDUCT HANDBOOK**

**v.2.0, 12 Feb. 2018**

By serving on the PLMA Board of Directors or participating in a PLMA activity (e.g., DR Dialogue, Training, Speakers Bureau, Awards Program, Conference Planning, Conference Presenter) on behalf your company, you acknowledge and agree to comply with all applicable policies of the organization and to conduct your behavior according to the Code of Conduct presented herein. Please review these policies and notify the Executive Director if you have any questions. Please note that PLMA may modify these policies and shall provide the Board of Directors with written notice of such modifications.

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## ANTITRUST POLICY

The organizations which belong to PLMA compete in various marketplaces. Antitrust laws promote competition and prohibit unlawful restraint of trade. These laws are vigorously enforced to keep companies from engaging in anti-competitive practices. Any discussion among competitors of prices, terms and conditions of sale, allocation of markets or customers, joint refusals to deal, costs of doing business, or future business plans could be interpreted as signaling or a tacit agreement leading to illegal collusion. This is serious criminal conduct that could result in substantial fines and jail sentences, as well as treble damages in civil lawsuits.

PLMA strictly adheres to the antitrust laws. Each member and participant in the activities of PLMA bears a serious responsibility at all times to comply with the laws, both at formal meetings and in informal discussions. Members must think before they speak (or write) and always consider how their remarks could be interpreted in and out of context. Members must avoid creating or participating in any situation which could be misinterpreted as noncompliance. And finally, consult legal counsel whenever any uncertainty arises.

### **General Guidelines for All PLMA Activities**

PLMA shall not be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement among competitors with regard to prices, terms or conditions of sale, territories, customers, suppliers or other aspects of competition.

- A. No PLMA activity or communication shall include any discussion of pricing methods, terms or conditions of sale, allocation of territories or customers, joint refusals to deal with suppliers or customers, or other aspects of competition. Individual companies' future sales plans will not be revealed nor should they be discussed.
- B. No PLMA activity or communication shall include any discussion that might be construed as an attempt to: (i) prevent any business entity from gaining access to any market or customer for its products and services, (ii) prevent any business entity from obtaining products and services freely in the market through competition.
- C. No PLMA activity or communication shall include any discussion that might be construed as an agreement or understanding to refrain from purchasing any materials, equipment, services, or other supplies from any supplier.
- D. All PLMA meetings shall be conducted in accordance with an agenda, and minutes shall be kept.
- E. All members and participants in PLMA activities are expected to observe the foregoing rules both at formal meetings and in informal discussions, whether in conjunction with PLMA meetings or otherwise.

## CONFLICT OF INTEREST POLICY

### Purpose

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, Peak Load Management Alliance (PLMA), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, board member or director of PLMA or might result in a possible excess benefit transaction. PLMA has an obligation to ensure that the organization maintains a bias-free, decision making process. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Definitions

**Interested Person:** Any director, officer, board member or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which PLMA has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which PLMA has a transaction or arrangement, or
- c. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which PLMA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**Other Interest:** Disclosure is expected of “other interests”, including ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that competes with PLMA

A financial interest or other interest is not necessarily a conflict of interest. Under Article III, a person who has a financial interest or other interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Procedures

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or other interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **CONFIDENTIALITY POLICY**

PLMA Directors, Officers, Committee Members and Staff owe a fiduciary duty of care to PLMA. This includes a duty of confidentiality. All information and documentation (regardless of format) that Board members receive from PLMA in connection with their PLMA duties will be treated in strict confidence. Neither the contents nor the existence of this information or documentation will be shared, when appropriate, with anyone other than the Leadership and duly authorized contractors or consultants.

## WHISTLEBLOWER PROTECTION POLICY

The Peak Load Management Alliance (PLMA) prides itself on its adherence to federal, state, and local laws and/or regulations, including business ethics policies. As such, even though it is not obligated to do so, PLMA has decided to voluntarily adopt a whistleblower protection policy. Pursuant to this policy, any employee or member who becomes aware of any violation of federal, state, or local law or regulation, including any financial wrongdoing, should immediately report the violation to the Executive Director to allow PLMA to investigate and, if applicable, correct the situation or condition.

If the Executive Director is involved or is believed to be involved in the matter being reported, employees or members may, in the alternative, make a report to a PLMA Officer. PLMA will investigate and take appropriate action within a reasonable period of time. Such complaints will be held in confidence to the extent the needs of the investigation permit.

“Financial wrongdoing” may include, but is not limited to:

- questionable accounting practices;
- fraud or deliberate error in financial statements or recordkeeping;
- deficiencies of internal accounting controls;
- misrepresentations to company officers or the accounting department (including deviation from full reporting of financial conditions).

If any employee or member reports in good faith what the employee or member believes to be a violation of the law and/or financial wrongdoing to PLMA, its legal counsel, or to a federal, state, or local agency or assists in an investigation concerning financial wrongdoing, it is PLMA’s policy that there will be no retaliation taken against the employee or member.

Employees or members are reminded of the importance of keeping financial matters confidential. Employees or members with questions concerning the confidentiality or appropriateness of disclosure of particular information should contact the PLMA Executive Director, PLMA Officer, or Board Member.

## **ANTI-HARASSMENT POLICY**

PLMA is dedicated to providing a harassment-free experience for everyone, regardless of gender, gender identity and expression, age, sexual orientation, disability, physical appearance, body size, race, color, ethnicity, political position, or religion. We do not tolerate harassment of participants or staff in any form. Sexual language and imagery is not appropriate for any PLMA activity or media contact. Participants violating these rules may be sanctioned or expelled without a refund at the discretion of the PLMA. All attendees, speakers, co-chairs and PLMA staff are required to agree and abide with the Anti-Harassment Policy.

### **Reporting**

We expect cooperation from all participants to help ensure a safe environment for everybody. Any participant reporting an incident will be covered under the PLMA Whistleblower Protection policy.

### **Harassment Description**

Harassment includes but is not limited to:

- offensive verbal comments related to gender, gender identity and expression, age, sexual orientation, disability, physical appearance, body size, race, color, ethnicity, political position or religion
- public sharing or displaying of sexual, violent, derogatory, offensive images or content
- intimidation
- stalking, following, harassing photography or recording
- sustained disruption of an activity (presentations, talks or other communication)
- inappropriate physical contact, and unwelcome sexual attention
- inappropriate email, text, or social media communications

### **Enforcement**

Participants asked to stop any harassing behavior are expected to comply immediately. If a participant engages in harassing behavior the Executive Director or a PLMA Officer may take any action deemed appropriate, including, but not limited to, warning the offender, expulsion from the event, and reporting to offender's company representative. We require participants to follow these rules at any PLMA event including conferences, workshops, meetings, conference calls, and social events. An offender may make a written appeal of a PLMA Anti-Harassment action to the PLMA Executive Committee. The appeal will be discussed at the next scheduled monthly Executive Committee meeting.

### **Conference, Event, and Meeting Posting**

PLMA is dedicated to providing a harassment-free experience for everyone, regardless of gender, gender identity and expression, sexual orientation, age, disability, physical appearance, body size, race, color, ethnicity, political position, or religion. We do not tolerate harassment of participants or staff in any form. Sexual language and imagery is not appropriate for any venue, including talks, workshops,

parties, Twitter and other online media. Participants violating these rules may be sanctioned or expelled from the event without a refund at the discretion of the PLMA.

## CODE OF CONDUCT HANDBOOK DOCUMENT REVISION HISTORY

Date	Version	Person	Change/ Modification Description
17 Oct 17	1.0	J. Childs	Extracts Antitrust and Confidentiality policy from Presenter policy (4.0 Adopted 10 March 2017), and combines with Conflict of Interest policy (v1.0, adopted 1 March 2013), and Whistleblower Protection policy (v1.0, adopted 1 March 2013) into one Code of Conduct Handbook
<b>Antitrust Policy Document Revision History</b>			
1 March 2013	1.0	J. Childs	Initial version of policy accepted and enacted by PLMA Executive Committee, within the Presenter Policy
1 Dec 2014	1.1	E. Thomas	Revised policy to include more specific emcee and moderator roles. Include language to require communication of PLMA policies. Draft sent to officers and executive committee for review.
17 Dec 2014	1.2	J. Childs	Comments reviewed and consolidated. Version 1.2 sent to Conference Planning Committee and Executive Committee for review and edit.
12 Jan 2014	2.0	J. Childs	Policy adopted
26 Jan 2017	4.0	T. Adolf	Revised policy to clarify terminology used in practice and provide additional guidance on use of slides and slide formats.
10 Mar 2017	4.0	J. Childs	Executive Committee approves policy. Policy Adopted and posted on PLMA website.
17 Oct 17	4.1	J. Childs, PLMA Secretary	Extracted from the Presenter Policy 4.0, and included with the Code of Conduct Handbook, v. 1.0
<b>Conflict of Interest Document Revision History</b>			
8 Feb 13	0.2	Paula Goedert	Prepared initial version for review by PLMA officers and executive committee ( <a href="mailto:Paula.goedert@btwlaw.com">Paula.goedert@btwlaw.com</a> )
8 Feb 13		PLMA Executive Committee	The subject of formally implementing the Conflict of Interest Policy was discussed at the February Executive committee meeting.
7 Mar 13		PLMA Executive Committee	Executive committee comments and suggestion were submitted and reviewed by the officers. A final version was submitted to the Executive committee for adoption.
8 Mar 13	1.0	PLMA Executive Committee	The executive committee approved the adoption of the policy.
8 April 13		PLMA Executive Director	The formal policy was sent to PLMA members.
<b>Confidentiality Policy Document Revision History</b>			
1 March 2013	1.0	J. Childs	Initial version of policy accepted and enacted by PLMA Executive Committee, within the Presenter Policy
1 Dec 2014	1.1	E. Thomas	Revised policy to include more specific emcee and moderator roles. Include language to require communication of PLMA policies. Draft

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10 Mar 2017	4.0	J. Childs	Executive Committee approves policy. Policy Adopted and posted on PLMA website.
17 Oct 17	4.1	J. Childs, PLMA Secretary	Extracted from the Presenter Policy 4.0, and included with the Code of Conduct Handbook, v. 1.0
<b>Whistleblower Protection Policy Document Revision History</b>			
8 Feb 13	0.2	Paula Goedert	Prepared initial version for review by PLMA officers and executive committee ( <a href="mailto:Paula.goedert@btwlaw.com">Paula.goedert@btwlaw.com</a> )
8 Feb 13		PLMA Executive Committee	The subject of formally implementing the Whistleblower Protection Policy was discussed at the February Executive committee meeting.
7 Mar 13		PLMA Executive Committee	Executive committee comments and suggestion were submitted and reviewed by the officers. A final version was submitted to the Executive committee for adoption.
8 Mar 13	1.0	PLMA Executive Committee	The executive committee approved the adoption of the policy.
8 April 13		PLMA Executive Director	The formal policy was sent to PLMA members.
<b>Anti-Harassment Policy Document Revision History</b>			
21 Nov 17	0.1	Joseph E. Childs	Prepared initial version for review by PLMA officers
11 Dec 17	0.2	Joseph E. Childs	Prepared draft for review by PLMA Executive Committee
16 Jan 18	0.3	Joseph E. Childs	Revised draft for review by PLMA Executive Committee
12 Feb 18	1.0	PLMA Executive Committee	The executive committee approved the adoption of the policy for incorporation into Code of Conduct Handbook.
<i>Notes: Items with black font have been completed. Items with shaded font are planned.</i>			