

CONFLICT OF INTEREST POLICY

Section 1. Basis for Policy

The By-Laws establish Conflict of Interest requirements applicable to Directors and Officers. Through this Conflict of Interest Policy (“Policy”), Community Power Coalition of New Hampshire (“CPCNH” or “Corporation”) implements By-Laws Section 12.1 as to Directors and Officers and applies that Policy to other as described below when they are in the performance of their duties or otherwise act for or on behalf of CPCNH.

Section 2. Purpose

CPCNH recognizes the importance of avoiding Conflicts of Interest and even the appearance of Conflicts of Interest. This Policy provides the Conflict of Interest standard that will apply to Directors, Officers, Alternates, Employees, Volunteers, consultants, and any other person acting for or on behalf of the Corporation when they perform duties for CPCNH, except for employees of Members who are not Directors or Alternates, acting in a ministerial (*i.e.*, non-decisional) capacity for, or on behalf of, CPCNH as part of their public employment (hereinafter “CPCNH Representatives”). The Policy is intended to ensure the integrity of individuals charged with, and the process for, developing, approving, or executing a decision or policy, and particularly financial commitments or expenditures, of the Corporation. As such, CPCNH expects those acting for, or on behalf of, CPCNH to:

- Act in the best interest of CPCNH and not for private or personal gain;
- Disclose any potential Conflicts of Interest, personal or pecuniary, in CPCNH matters that they are involved in as early as possible; and
- Recuse themselves from decision-making and the decisional process if they have a Conflict of Interest.

Section 3. Applicability

The Policy applies to CPCNH Representatives and any others acting for or on behalf of the Corporation when they perform duties or otherwise act for or on behalf of CPCNH.

Section 4. Definitions

Alternate. A person designated by a Member’s governing body as an alternate to their primary representative pursuant to Section 3.6 of CPCNH’s By-Laws who may serve in place of the primary representative or Director when such person is not available due to absence or recusal.

Conflict of Interest. A situation or circumstance in which one’s Financial Interest or Material Relationship would reasonably be expected to interfere with the proper exercise of one’s public

duty to, employment by, or engagement with CPCNH, particularly when deliberating or voting as a member of the Corporation, Board, or a Committee. That interest must be “immediate, definite and capable of demonstration; not remote, uncertain, contingent or speculative” (Atherton v. Concord, 109 N.H. 164 (1968)). Additional requirements that apply as a matter of State law to a Director or Officer for a Pecuniary Benefit Transaction are subject to the Policy.

Employee(s). A person employed by CPCNH.

Financial Interest. Any direct or indirect receipt or gain of anything of monetary value (regardless of whether a value can be easily determined) from a transaction with or involving the Corporation; ownership or control over any business or entity seeking to do business with or involving the Corporation; investment in a widely held public corporation will not be deemed to constitute a Financial Interest. Receipt of retail aggregation service or other services or products offered by or through the Corporation at a rate or charge publicly available through an applicable community power program or otherwise does not constitute a Financial Interest.

Material Relationship. A familial, financial, professional, employment, or other relationship that would reasonably be expected to impair the objectivity of the individual’s judgment when participating in the action to be taken.

Pecuniary Benefit Transactions. A transaction, as defined in New Hampshire Revised Statutes Annotated 7:19-a, with the Corporation in which a Director or Officer has a direct or indirect Financial Interest. However, the following shall not be considered as Pecuniary Benefit Transactions:

- (1) Reasonable compensation for services of a Chief Executive Officer or other Employee, and expenses incurred in connection with official duties of a Director, Officer or other person;
- (2) A benefit provided to a Director or Officer, of the immediate family thereof if:
 - (A) The benefits are provided or paid as part of programs, benefits, or payments to the general public; and
 - (B) The Corporation has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and
 - (C) The Director or Officer meets all of the eligibility criteria for receiving such benefit;
- (3) A continuing transaction previously entered into by the Corporation, merely because a person with a Financial Interest therein subsequently becomes a Director or Officer of the Corporation; and

Recuse. To remove or excuse oneself from participating in an official action due to an actual or potential Conflict of Interest. Recusal means removing oneself completely from all further participation on behalf of the Corporation in the matter in question. Directors or other individuals who are Recused shall immediately leave the table of deliberation and may sit in the audience with the other members of the general public. A Recused person shall not participate in further discussions unless they clearly state for the record that they are doing so only as a member of the general public.

Volunteer(s). A person who has signed an acknowledgment of Volunteer participation for or on behalf of CPCNH.

Section 5 Conflict of Interest Policy

No person subject to this Policy under Section 3 who has a Conflict of Interest in the outcome of a matter under consideration or being decided by CPCNH shall participate in, or otherwise communicate with Directors, committee members or others participating in, the matter, except as a member of the general public. Any person subject to this Policy shall disclose in writing at the earliest possible time a Conflict of Interest.

A person who has a Conflict of Interest shall Recuse themselves from participation in, or contact with those making the decision or action or participating in, the decisional process, except to the extent permitted as a member of the general public.

Every person subject to this Policy, including new Directors and Alternates will be informed of the Policy, and shall sign a statement acknowledging their understanding and agreement to adhere with the Policy.

Section 5.1 Process of Disclosure

Any person required to disclose a Conflict of Interest shall make such disclosure in writing at the earliest possible time to the person who will preside over the decisional body, such as the Board (to the Chair), committee (to the chair), or Employees or consultants (to the Board Chair or the Chief Executive Officer), which is considering the subject that involves the Conflict of Interest. If a person subject to this Policy realizes they have a Conflict of Interest during the course of any meeting that they have not previously disclosed in writing, they shall: (1) verbally, publicly, announce a conflict, which should be noted in the minutes of the meeting, (2) promptly Recuse themselves from the decision or action, and (3) provide a written Statement of Recusal as soon after the meeting as is practical. A person who reasonably could not have identified a Conflict of Interest prior to the time of disclosure shall not be in violation of this Policy, provided disclosure is made at the earliest possible time, consistent with this Policy, and they comply with the provisions of this section.

Section 5.2 Statement of Recusal.

A Director or other person who must Recuse themselves from a matter shall provide in writing a signed and dated Statement of Recusal that describes the Recusal with sufficient specificity to allow a clear understanding of the scope of matters for which Recusal is taken and when the Conflict of Interest was identified. The Statement of Recusal shall be provided to the Board Chair, as to Board of Director matters, to the committee Chair, as to Committee matters, and to the Board Chair or Chief Executive Officer, if by Employees, Volunteers or others. The Board or committee records shall reflect such Recusal and the Statement of Recusal will be maintained by the Secretary as a record of

the Corporation. When a Director recuses themselves from a matter and their Alternate is present and does not have a Conflict of Interest in the same matter, such Alternate may substitute for such Director in the discussion and action on the matter.

Section 5.3 Remedies

Timely disclosure and submission of a Statement of Recusal are cornerstones of this Policy. Failure to timely disclose a Conflict of Interest or to submit a Statement of Recusal violates this Policy and will be referred to the Board of Directors for appropriate disposition by a vote of a two-thirds majority of disinterested Directors (equal to at least a quorum of the entire Board), consistent with this Policy, the Joint Powers Agreement, and the By-Laws, including but not limited to removal of such individual from further involvement in CPCNH matters to the extent and for the period determined by the Board of Directors.

5.4 Continuing Obligation to Report Conflict of Interest

Any person subject to this Policy is under a continuing obligation for the duration of the tenure of their position or relationship with CPCNH to disclose in writing a Conflict of Interest.

Section 5.5 Effective Date of Policy

The Policy shall be effective as of the date adopted by the Board of Directors.

Section 6 Director Duty to Disclose and Voting Requirements

In addition to the requirements of Section 5 of the Policy, Section 12.1, Duty to Disclose and Voting Requirements, of the By-Laws, incorporating New Hampshire Revised Statutes Annotated 7:19-a, II, applicable to Directors and Officers, is incorporated into the Policy.

Section 6.1 CPCNH By-Laws §12.1, Duty to Disclose and Voting Requirements

Any possible conflict of interest on the part of any Director or Officer of CPCNH, shall be disclosed in writing to the Board and made a matter of record through an annual procedure, and also when the interest involves a specific issue or transaction before the Board. Where the transaction involving a Director or Officer exceeds five hundred dollars and no cents (\$500.00) but is less than five-thousand dollars and no cents (\$5,000.00) in a fiscal year, a two-thirds (2/3) vote of disinterested Directors approving the transaction is required. Where the transaction involved exceeds a value of five thousand dollars and no cents (\$5,000.00) in a fiscal year, then a two-thirds (2/3) vote of disinterested Directors approving the transaction after publication of a legal notice in a newspaper of general circulation in the community in which the principal office of CPCNH is located (or if there is no such office, then in a newspaper of general circulation throughout the state), and after written notice to the Office of the Attorney General, Director of Charitable Trusts. Neither the interested Director nor any other Director who had a pecuniary benefit transaction with CPCNH in the same fiscal year

shall be present for or participate either in the discussion or the actual vote concerning the transaction and the minutes shall reflect the fact as well as the disclosure of the Director's interest and the vote. Every new member of the Board will be advised of this policy upon entering the duties of his and her office, and shall sign a statement acknowledging, understanding and agreement to this policy. CPCNH shall keep a log of the pecuniary benefit transactions occurring between it and Board Members.

Section 6.2 Application of Pecuniary Benefit Transactions.

Section 6.2.1. Transactions with a value of \$500 or less. If the total value of a Director's or Officer's transactions with the Corporation is \$500 or less in a fiscal year, and the transactions are in CPCNH's best interests, the transactions are permitted.

Section 6.2.2. Transactions with a value of more than \$500 but not more than \$5,000. If the total value of a Director's or Officer's transactions with the Corporation exceeds \$500 but does not exceed \$5,000 in a fiscal year, the following transactions are permitted if:

- The transaction must involve goods or services purchased or benefits provided in the ordinary course of the Corporation's business for a reasonable or discounted price;
- The transaction is fair to the Corporation;
- The material facts of the transaction are disclosed to the Board;
- There is notice and full discussion by the Board;
- The interested Director or Officer may not take part in either the discussion or vote on the transaction, except as needed to answer questions regarding the transaction;
- A two-thirds majority of disinterested Directors (equal to at least a quorum of the entire Board) must find that the transaction is in the Corporation's best interest and vote in favor of the transaction (as used solely in this section, "disinterested" Directors are those without either a direct or indirect Financial Interest in a transaction with the Corporation during that fiscal year).

Section 6.2.3. Transactions with a value of more than \$5,000. If the total value of the transactions with the Corporation exceeds \$5,000 in a fiscal year, the following transactions are permitted if:

- The requirements of Section 6.2.2 will apply;
- Prior to a vote of the Directors on the proposed transaction, the Secretary will cause publication of a legal notice of the proposed transaction in a newspaper of general circulation in the community in which the principal office of the Corporation is located (or if there is no such office, in a newspaper of general circulation through the State); and
- Prior to a vote of the Directors on the proposed transaction, the Secretary will provide written notice to the Office of the Attorney General, Director of Charitable Trusts of the proposed transaction;

Section 6.2.4. Record of Vote. The Secretary will maintain written minutes regarding the discussion and vote on a Pecuniary Benefit Transaction, including who was present, which will be a record of the Corporation.

Section 6.3 Prohibited Activities

A Director or Officer may not:

- accept a loan of money or property from the Corporation and any Director or Officer who assents to or participates in the making of any such loan shall be jointly and severally liable to the Corporation for the amount of such loan until it is repaid. ;
- sell, purchase, or lease (for more than five year) real estate from the Corporation, without prior court approval; or
- engage in transactions that are unfair or impair the Corporation's ability to perform its mission.

Section 7 Implementation

Section 7.1 Dissemination of Conflict of Interest Policy

The Secretary shall be responsible for providing a copy of this Policy, and any revisions, to Directors, Officers, Alternates, Committee Chairs and the Chief Executive Officer. The Secretary shall obtain from Directors, Officers, Alternates, Committee Chairs, and the Chief Executive Officer signed Certificates of Acknowledgment, that they have read, understand, and agree to adhere to the Policy. The Board Chair or Chief Executive Officer shall provide a copy of the Policy to Employees, Volunteers, and consultants, and obtain signed Certificates of Acknowledgment demonstrating that they have read, understand, and agree to adhere to the Policy. Each Committee Chair shall provide a copy of the Policy to every person acting at the direction or on behalf of CPCNH through a committee who has not already received and acknowledged the Policy; the Committee Chair shall obtain signed Certificates of Acknowledgment demonstrating that they have read, understand, and agree to adhere to the Policy. The Chair, Chief Executive Officer, and Committee Chair shall provide Certificates of Acknowledgment they obtain to the Secretary. An individual need only sign an acknowledgment once for all CPCNH purposes, unless the Board approves material changes to this Policy, at which time the Secretary shall ensure proper acknowledgment of such material changes to the Policy.

Section 7.2 Retention of Certificate of Acknowledgment; Retention of Log of Director Pecuniary Benefit Transaction

The Secretary will maintain Certificates of Acknowledgment and report such certificates annually to the Board of Directors. The Secretary shall also maintain a log of Pecuniary Benefit Transactions occurring between a Director or Officer and the Corporation, which

will be available for inspection by Directors of the Board, and will report the log of such transactions annually to the Board of Directors, and as otherwise required by law.

Section 8 Statutory and Other Legal Requirements

The New Hampshire statutory requirements dealing with pecuniary benefits (RSA 7:19-a and RSA 292: 6-a) are hereby incorporated in full into, and made an integral part of, this Conflict of Interest Policy; and a copy of the relevant New Hampshire statutes are attached hereto so that every person subject to this Policy is aware of the statutory requirements. In addition, the Policy is designed to comply with conflict of interest requirements applicable to public entities under New Hampshire law.

Section 9 Certificate of Acknowledgment

Persons subject to this Policy shall sign a Certificate of Acknowledgment, either by hand in paper form or by electronic signature in a manner designed by the Secretary.

CERTIFICATE OF ACKNOWLEDGMENT

I hereby certify that I have been provided and have read, understand, and agree to adhere to Community Power Coalition of New Hampshire’s Conflict of Interest Policy.

By: _____
(Signature)

Name: _____
(Print)

CPCNH Position: _____
(e.g., Director, Officer, Alternate, Employee, Volunteer, other)

Date: _____