



POLICY ON CONFLICTS OF INTEREST AND DISCLOSURE OF CERTAIN INTERESTS

This conflict of interest policy is designed to help directors, officers, employees and members ("Responsible Persons") of the Pacific Northwest Section of the American Water Works Association (PNWS) identify situations that present potential conflicts of interest and to provide the Section with a procedure which, if observed, will allow a transaction to be treated as valid and binding even though a Responsible Person has or may have a conflict of interest with respect to the transaction.

DEFINITIONS

Conflict of Interest. For purposes of this policy, the following circumstances shall be deemed to be a Conflict of Interest:

Outside Interests

- A Contract or Transaction between the PNWS and a Responsible Person or a Family Member of a Responsible Person.
- A Contract or Transaction between the PNWS and an entity in which a Responsible Person or a Family Member of a Responsible Person has a material interest in excess of 5% or of which such person is a director, officer, agent, partner, trustee, personal representative, guardian, custodian, or other legal representative.

Outside Activities

- A Responsible Person or a Family Member of a Responsible Person accepting gifts, entertainment, or other favors with a value in excess of \$100 from any individual or entity that:
 - (i) Does or is seeking to do business with the PNWS or
 - (ii) Is seeking to receive a loan or grant, or to secure other financial commitments or benefits from the PNWS.

Responsible Person is any person who is an officer, director, employee or member of the PNWS, including, when the context requires, a Family Member of any such person.

Family Member is a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister of a Responsible Person.

Contract or Transaction is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary or financially meaningful relationship except for transactions in the ordinary course of business (a) between the PNWS and an employee of the PNWS arising from the employment relationship, such as salary, benefits or reimbursement of employment related expenses, (b) between the PNWS and a member of the PNWS arising from the membership relationship, such as payment of membership dues or the purchase of publications, exhibition space or member services, or (c) between the PNWS and its officers or directors arising out of their positions, such as the reimbursement of travel and lodging expenses in accordance with the PNWS's stated policies for such reimbursements.

PROCEDURES

- Prior to any Board or Committee action on a Contract or Transaction involving a Conflict of Interest, any Responsible Person having a Conflict of Interest who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.
- If an officer or director of the PNWS is unable to attend a meeting of a Board or Committee at which he or she has reason to believe that the Board will act on a matter in which the officer or director has a Conflict of Interest, then that person shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- Any Responsible Person who has a Conflict of Interest shall not participate in or be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions. Any Responsible Person who is an officer, director or employee of the PNWS shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- A Responsible Person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of quorum for purposes of the vote. The Responsible Person having a Conflict of Interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.
- Responsible Persons who are not members of the Board of Directors of the PNWS shall disclose to the PNWS Executive Director or Chair of the PNWS (or his or her designee) any Conflict of Interest that such Responsible Person has with respect to a Contract or Transaction. Responsible Persons who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board action shall also make the same disclosure. In either case, such disclosure shall be made as soon as practicable as the Responsible Person knows of the Conflict of Interest. Any Responsible Person who is an officer, director or employee of the PNWS shall refrain from any action that may affect the PNWS's participation in the Contract or Transaction.
- In the event it is not entirely clear that a Conflict of Interest exists, the Responsible Person with the potential conflict shall disclose, in writing, the circumstances to the Chair or Executive Director of the PNWS, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

- Each Responsible Person shall exercise care not to disclose confidential information acquired in connection with any such Contract or Transaction the disclosure of which might have an adverse effect on the business of the PNWS. Furthermore, a Responsible Person shall not disclose or use information relating to the business of the PNWS for the personal profit or advantage of the Responsible Person or a Family Member.

Dissemination and Review of Policy

- This policy shall be published on the PNWS's website and otherwise made available to all members of the PNWS. Each officer, director and employee of the PNWS shall be required to review a copy of this policy and acknowledge in writing that he or she has done so.
- Each officer and director of the PNWS shall annually complete a disclosure form identifying any relationships, positions, or circumstances in which such Responsible Person is involved that could reasonably be expected to lead to a Conflict of Interest. Such relationships, positions or circumstances include any significant ownership interest (more than 5%) of a business that might provide goods or services to the PNWS. The PNWS will treat any such disclosures as confidential information.
- The Board of Directors shall review this policy annually. Any changes to the policy shall be communicated immediately to all Responsible Persons.

Certification

I declare that I have no knowledge, as of the date set forth below, of any relationships, positions, or circumstances in which I am involved that could be deemed a Conflict of Interest under the Conflict of Interest Policy of the Pacific Northwest Section of the American Water Works Association as currently in effect except as follows:

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I also certify that I have reviewed, and I agree to abide by, the Pacific Northwest Section of the American Water Works Association's Conflict of Interest Policy, as currently in effect and as it may be amended from time to time.

Signature _____ Date: _____

Name (printed) _____

Committee or Subsection _____

Title _____