

United States National Committee – CIGRÉ (USNC), Inc.

Ethics and Compliance Program

Adopted: July 25, 2011

Ethics and Compliance Program

The USNC ensures its reputation for independence, objectivity and integrity by maintaining the highest standards of business ethics. This includes complying with the spirit and letter of all applicable laws and policies, avoiding conflicts of interest, encouraging members to report problems and ethical concerns, and investigating and addressing such problems and concerns. To meet these standards, the USNC Executive Committee has formally adopted an Ethics and Compliance Program and monitors its implementation.

The Ethics and Compliance Program is directed by the USNC President, who reports program activity directly to the USNC Executive Committee. The program is intended to meet the standards for an *Effective Corporate Compliance Program* as established by the U.S. Sentencing Commission's guidelines. More importantly, the program fosters USNC CIGRÉ's reputation for integrity, a core value essential to maintaining the USNC's scientific and technical reputation and to achieving the USNC's public benefit mission.

Reporting Ethical and Compliance Concerns

Everyone shares a critical responsibility for raising concerns about ethical problems and possible violations of USNC policy or the law. If any USNC member suspects or knows about a violation of USNC policy, law or ethical standard, contact any USNC officer.

How the USNC Handles Reported Violations

The USNC Governance Committee handles complaints regarding ethical and policy violations. The Governance Committee is comprised of the President, Vice President of Technical Activities, Treasurer and Vice President of Administration.

Non-Retaliation (Whistleblower Policy)

The USNC will not tolerate any form of retaliation against any member, contractor or other third party for making a report of threatened, ongoing, past or suspected violations of the USNC *Code of Conduct*, policies or other unlawful conduct. These actions undermine the USNC's efforts to detect and address improper behavior and are strictly prohibited.

Conflict of Interest

USNC policy requires that all members avoid actual or apparent conflicts of interest. An actual conflict is a personal interest that is likely to cause an independent observer to conclude that an

individual conducting USNC business cannot make an unbiased decision, give USNC unbiased advice, exercise independent judgment, or be objective with respect to the USNC's technical results. An apparent conflict of interest occurs when personal interests are likely to cause an independent observer to question whether an individual conducting business on the USNC's behalf can do so fairly. Both actual and apparent conflicts must be avoided, as follows:

- Members must avoid activities that could adversely affect public confidence and trust in the USNC's integrity.
- This standard of conduct includes, but is not limited to, conflicts of interest in or profit from:
 - Organizations with business or contractual relationships with the USNC.
 - Organizations with proposals pending for contracts or subcontracts with the USNC.
- Members have the primary responsibility to determine whether they are, or appear to be, in a position involving a conflict of interest between themselves and any other interests or relationships they may have, particularly those involving family, business, personal or financial relationships.
- Members must promptly disclose in writing and remove themselves from situations when they believe a potential conflict of interest does or could exist. The disclosure must contain as much detail as possible so the USNC's Governance Committee can effectively investigate the situation.

Certificate of Compliance and Annual Disclosure of Financial Interests and Affiliations

To support the Conflict of Interest policy and as a condition of participation in the Executive Committee, the USNC executives must complete and sign a Certificate of Compliance and Annual Disclosure of Financial Interests and Affiliations ("Conflict of Interest Certification"). The officers must complete and sign a new form each year.

Documentation and Destruction Policy

The USNC's Document and Destruction Policy applies to all Study Committee and Working Group work products in which members of the USNC participated, CIGRÉ papers authored or co-authored by USNC members, financial reports, IRS tax filings, USNC individual and collective member rosters, a record of all USNC awards bestowed on individual members. USNC policy with regard to these documents is as follows:

- Study Committee and Working Group products are retained indefinitely by CIGRÉ Headquarters in Paris, France.
- Copies of all CIGRÉ papers authored or co-authored by USNC members are published by CIGRÉ Headquarters and retained indefinitely by CIGRÉ Headquarters in Paris, France.
- Written financial reports including budget documentation are retained by the USNC Secretariat on behalf of the USNC for a minimum of six years.
- IRS tax filings are held as required by law by the USNC Secretariat on behalf of the USNC.

- Collective membership rosters are kept for a minimum of six years by the USNC Secretariat on behalf of the USNC. The current year's roster is posted on the USNC's web site (www.cigre.usnc.org).
- Individual membership rosters are kept for a minimum of two years by the USNC Secretariat on behalf of the USNC. The current year's roster and the Executive Committee membership is posted on the USNC's web site (www.cigre.usnc.org).
- A record of USNC awards bestowed is kept indefinitely and recent awards are available on the USNC's website (www.cigre.usnc.org).
- A history of the USNC and its recent activities is regularly updated and available on the USNC's web site (www.cigre.usnc.org).
- All USNC governing documents, the USNC Conflict of Interest policy, and recent financial statements are available to the public from the USNC Secretariat.

For information or to receive referenced documents, contact:

Dr. B. Don Russell
VP Administration
USNC/CIGRE Secretariat
Texas A&M University
238 Wisenbaker Engineering Research Center
3128 TAMU
College Station, TX 77843-3128
(979)845-7912
bdrussell@tamu.edu

U.S. National Committee (USNC) of CIGRÉ

Annual Disclosure of Potential Conflicts of Interest

Adopted: July 25, 2011

Please review the USNC's policies on Ethics and Conflict of Interest. Use this form to identify and disclose issues that might raise an actual or apparent conflict of interest. Please list any such circumstances or issues on an attached sheet. All USNC officers provide this Certification and Disclosure each year.

Circumstances that create a real Conflict of Interest.

These could include:

- You own an interest in a company that does business with the USNC.
- You or a member of your immediate family has private dealings with or financial interests in organizations that do business or have pending proposals to do business with the USNC.
- You accept a loan from a company doing business with the USNC.
- You are aware of any other circumstances which might cause an observer to question your ability to make unbiased decisions on behalf of the USNC.

Check one of the spaces below; attach pages if needed.

I have nothing to disclose.

Please see attached sheet(s).

Signature

Date

Print Name