

BOARD MEMBER BEHAVIOR

The Board and its members shall act in a professional, ethical, productive, and lawful manner. Directors should avoid the appearance of impropriety to ensure and maintain public confidence in Nebraska Public Power District (NPPD). Directors must have the highest standard of personal integrity and carry out their responsibilities in a manner that portrays ethical business practices and behavior, and instills customer confidence in NPPD.

In addition to the District's Policy on Ethics, specifically:

- a. Directors shall conduct themselves in accordance with all laws applicable to their duties as Directors.
- b. Directors shall conduct themselves with civility and respect at all times with one another, with staff, with customers, and with members of the public.
- c. Directors shall consider the best interest of NPPD, its customers, the public, its bondholders, and other stakeholders in making decisions. This supersedes any conflicting duties such as advocacy for a personal cause or on behalf of interest groups and obligations to other organizations, boards, or staffs. It also supersedes the personal interest of any Director acting as a consumer of the organization's activities.
- d. A Director shall not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - i. Directors must recognize the limits of authority vested in them as individuals in their interactions with the President and Chief Executive Officer (CEO) or with staff.
 - ii. Directors, officers, and employees have an obligation to be responsive, open, and well-informed in communicating with and responding to the public. In their interactions with the public, the press, or other entities, Directors should recognize the same limitation and the inability of any individual Director to speak for NPPD, the Board, or for other Directors except to repeat explicitly stated Board decisions. If a Director does not have full information regarding the subject matter of an inquiry, the media shall be referred to the CEO for additional information or analysis.
- e. Directors shall at all times endeavor to express their individual opinions in a respectful and responsible manner. Without official NPPD Board action during an official NPPD Board Meeting, Directors wishing to express their individual opinion on topics

BOARD POLICY

GOVERNANCE PROCESS

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relevant to NPPD's business which are made in forums outside NPPD shall make it absolutely clear they are expressing their own individual opinion, and not the opinion of NPPD, the Board, or other Directors. Directors shall utilize the following disclaimer, or similar language, when expressing their individual opinion on said topics in a public statement, on social media, or in a non-NPPD sponsored forum.

“The views and opinions being expressed are my (our) personal opinions, and not those of the entire Board of Directors of NPPD or those of NPPD.”

- i. Each member of the Board shall support the legitimacy and authority of the decisions of the Board.
 - ii. It is preferred that Directors refrain from criticism of NPPD decisions.
- f. Directors are individually responsible for:
- i. Arriving at meetings and other activities fully prepared.
 - ii. Acting ethically.
 - iii. Informing themselves of relevant trends and context essential to the future success of the District.
 - iv. Engaging with staff, customers, the public, and other stakeholders.