

WHAT IT TAKES TO BE AN OREGON TRAIL ELECTRIC COOPERATIVE BOARD MEMBER

What is a director?

A director is a person who is interested in Oregon Trail Electric Cooperative (OTEC), the utility industry and their community; and is capable of independent thought, analysis and decision making in a group environment. Openness to change is an attribute of an ideal director. Directors must be members of OTEC and his or her legal residence must be in one of the four OTEC districts or the director must be the representative of a legal entity that is a member and the director's legal residence must be within the district in which the legal entity conducts business or has established its legal place of residence. A director must be at least 18 years of age.

What does a director do?

Directors of OTEC have a fiduciary duty to act solely in the best interest of OTEC. Their primary duties are strategic planning, setting policies and rates, hiring the CEO, attorney, and auditor, approve budgets, monitoring financial and operational performance and approving significant contractual agreements. Directors represent OTEC at associated groups and organizations, and may be asked to serve on related committees. Directors may be asked to speak to various groups and organizations.

Do directors travel?

In addition to regular monthly Board meetings, directors may be required to attend special Board meetings as well as state, regional and national meetings concerning the electric utility industry. There are meetings to keep directors abreast of the happenings within the state, region, and nation concerning electric utilities. Travel may also occur for continuing education classes.

Are directors paid?

Directors do not receive salary for their services, but may be reasonably compensated for time spent on OTEC-related business. Consistent with Board policy, directors may be reimbursed for expenses actually and reasonably incurred on OTEC-related business.

How much time is required of a director?

Regular and special Board meetings require approximately five to eight hours each. Educational, national and regional meetings vary in length from one to five days. Directors are expected to spend time reading publications that they receive. Since directors make decisions that directly affect members of OTEC, it is extremely important that they make these decisions with the best information and knowledge possible. Attendance at these meetings is critical in preparing Board members to carry out their duties.

There are nine directors and four districts within OTEC's service boundaries. Directors represent all members of OTEC though they are chosen from a specific district but elected by the entire membership. Directors are elected for 3-year terms, with three directors standing for election each year. Elections are held at OTEC's Annual Meeting.

What are the qualifications for a director?

Refer to Article III, Section 5 of the Bylaws for specific details.



Oregon Trail Electric Cooperative

Director Candidate Profile

This profile is to be completed and submitted to the Nominating Committee when a member is interested in bringing their name forward for director candidate consideration. Please type or print all information requested. If the space is not adequate, you may attach an additional sheet of paper.

Personal Information

Name _____

Address _____

Home phone _____ Work phone _____ Cell phone _____

Email address _____

Date of birth _____ Spouse's name _____

Children _____

Occupation

List the occupations(s) which provide your livelihood

Former Occupation(s)

List only those which you feel will have a bearing on your qualifications as a director

Education

High school _____

Colleges/Universities *(list areas of study and degrees held):*

Business Affiliations

List those affiliations which may have a bearing upon your qualifications as a director, such as bank board, director of a cooperative, etc.

Public Office(s) Held

List years served for offices such as town board, school board, etc.



Oregon Trail Electric Cooperative

Civic and Service Organizations

List memberships and any offices held in these organizations within the past 10 years, such as President, Chamber of Commerce, etc.

Length of Membership

How long have you been a member of OTEC? _____

Member number _____

Association with Other Cooperatives and Non-Profit Organizations

List the name and type of service provided by each organization

What are a few important issues you believe the Board of Directors will need to deal with in the future?

Candidate Statement

Please state in 300 words or less why you wish to become a director and what you hope to accomplish. Please print or type this statement so it is legible – it may be used for publication.

OTEC reserves the right to verify the information on a candidate's profile for director, which may include a criminal background check.

Acknowledgement that information provided is factual and true:

Signature of candidate

Print name

Date



Oregon Trail Electric Cooperative

OREGON TRAIL ELECTRIC COOPERATIVE
BAKER CITY, OREGON

BOARD POLICY NO. 32

SUBJECT: Code of Conduct and Conflict of Interest

- I. Objective: To provide and establish written policies and guidelines clarifying the code of conduct and conflict of interest policies of the Board of Directors (Board) of Oregon Trail Electric Cooperative (OTEC).
- II. Content:
 - A. Code of conduct: Board members have a fiduciary responsibility to OTEC, including the duties of loyalty, diligence, and confidentiality. Toward that end, a member of the Board shall:
 1. Adhere to all applicable requirements of law, OTEC bylaws, and policies.
 2. Be loyal, acting at all times in utmost good faith on behalf of OTEC.
 3. Avoid any conflict of interest that has the potential to interfere with the best interests of OTEC and its member/owners.
 4. Have or acquire the knowledge and skills necessary to direct the affairs of OTEC. Board members are expected to participate in various educational opportunities that provide the basis for them to act in a deliberate, informed and effective manner. Board members are expected to make a concerted effort to become Credentialed Cooperative Directors.
 5. Be willing to devote the time and effort necessary to perform his or her duties as a Board member.
 - B. Conflict of interest: A conflict of interest occurs when a Board member or a close family member has a personal or outside financial, business, or professional interest or responsibility that conflicts with their duties as a Board member such that he or she may not be able to exercise independent and objective judgment on the matter in the best interests of OTEC. In order to deal effectively with actual or potential conflicts of interests, Board members:
 1. Shall base their decisions solely on the interests of OTEC and its members.
 2. Shall refrain from any use of their office which is or gives the appearance of being motivated by the desire for private gain for themselves or for any other persons or organizations they are associated with.
 3. Shall not receive or solicit from any business or third parties associated or doing business with OTEC anything of value or money, whether as a gift, a

loan, a favor, or a gratuity which could or might appear to influence the decisions of the Board member.

4. Shall not receive or solicit any loans from OTEC; provide however that a Board member may participate as an OTEC member in any incentive, rebate or loan program that is generally available to cooperative members.
 5. Shall make full disclosure to the Board of any conflict of interest and recuse themselves from deliberations on any issue they hold a material interest or that creates the appearance of a conflict of interest.
 6. Shall, when they believe another Board member has a conflict of interest that has not been properly recognized or resolved, seek proper resolution of the issue by bringing the matter to the attention of the Board through the Board President, or in the case of potential conflict of the President, through the Board Vice President.
- C. Confidentiality: Information that is confidential in nature received by Board members due to their position on the Board creates an obligation on the part of the Board member to deal confidentially with that information and to regard that information as exclusive to OTEC. Toward that end, Board members:
1. Shall not disclose confidential matters or information received to any third party unless the Board member is convinced that disclosure is required by law.
 2. Shall not use any such information for private gain to himself/herself or for any family member or relatives.
 3. Shall not, absent compelling concern for the best interests of OTEC, reveal any differences among Board members on matters considered and acted upon by the Board regardless of whether the matter was the subject of action or an informal discussion.
 4. Shall support decisions of the Board regardless of his or her position during deliberations and final decision.
 5. Shall use care when posting information to a social media site, recognizing that some members or members of the public may perceive the board member as speaking on behalf of OTEC.

- a) Board members may not make posts that reveal confidential board discussion or proprietary information.
 - b) Board members may not engage with OTEC employees through social media regarding cooperative business.
- D. Communications: A Board member shall not participate in communications with OTEC contractors, employees or agents that could reasonably be expected to: a) compromise the financial interests of OTEC, b) interfere with the orderly management of OTEC, c) disrupt the morale of OTEC employees or d) infringe on the roles of the Board and the CEO as set forth in Board Policy 04.
- E. Attestation Statement: Board and key staff members shall annually complete and sign a statement attesting to or disclosing the following:
 - 1. That the Board member acknowledges his or her fiduciary responsibility to OTEC and pledges to avoid if possible and disclose conflicts of interest and the appearance of conflicts of interest to the Board.
 - 2. That the Board member acknowledges he or she has access to confidential information and pledges to protect the confidentiality of that information.
 - 3. That the Board member will not make public statements contrary to board policy.
 - 4. Other Board positions, including a brief description of the organization.
 - 5. Positions of employment, including a brief description of the employer, the position held, and the position responsibilities.
 - 6. Relationships that involve holding a position of responsibility or significant financial interest from which OTEC obtains a substantial amount of goods or services.
 - 7. Contractual or other business relationships with other Board members.
 - 8. Financial information that bears upon the potential for a conflict of interest.
 - 9. Any other interest the Board member believes may create a conflict with his or her fiduciary responsibility to the membership of OTEC or that may create the appearance of a conflict of interest.

- III. Responsibilities: It shall be the responsibility of individual Board members to read this policy and become familiar with its content, to ensure compliance of the policy, and to complete an annual attestation statement.

Revised: 5-28-19, 12-18-23, 12-01-2025

Approved: 9-28-10, 10-25-17, 5-28-19, 02-27-24, 12-18-2025 12-18-2025 Last

Reviewed: 12-19-22, 3-15-24, 12-01-25

OREGON TRAIL ELECTRIC COOPERATIVE (OTEC)

CONFLICT OF INTEREST STATEMENT AND DISCLOSURE

As required by the OTEC Code of Conduct and Conflict of Interest Policy (OTEC Policy 32, referred to herein as the “Policy”), the undersigned Board member attests that:

1. I have read and acknowledge that I understand the requirements of the Policy.
2. I agree to comply with the Policy.
3. To the best of my knowledge, I certify that I am in compliance with the Policy.
4. I acknowledge my fiduciary responsibility to OTEC and pledge to avoid, if possible, and disclose conflicts of interest and the appearance of conflicts of interest to the Board; and to disclose conflicts of interest that cannot be avoided to the Board.
5. I acknowledge I have access to confidential information and pledge to protect the confidentiality of that information.
6. I pledge to not make public statements contrary to Board policy.
7. I disclose (at the end of this attestation) the following information regarding any actual or potential employment, income, compensation, business opportunity, or other information or fact that I believe could create an actual or potential conflict with my fiduciary responsibility to the membership of OTEC, or the appearance of a conflict of interest:
 - a. Positions of employment, including a brief description of the employer, the position held, and the position responsibilities;
 - b. Relationships that involve holding a position of responsibility or significant financial interest from which OTEC obtains a significant amount of goods or services;
 - c. Contractual or other business relationships with other Board members;
 - d. Other board positions, including a brief description of the organization;
 - e. Financial information that bears upon the potential for a conflict of interest; and
 - f. Any other interest not covered above that I believe could create an actual or potential conflict with my fiduciary responsibility to the membership of OTEC, or the appearance of a conflict of interest.

8. Upon discovering any information regarding any actual or potential employment, income, compensation, business opportunity, or other information that could impact my compliance with the Policy, I agree to disclose this information to the CEO.

9. I agree to comply with any disciplinary action for failure to comply with the Policy.

Director of the OTEC Board (print name)

Signature

Date

Please disclosure any information or facts concerning an actual or potential conflict on the following page.

The following information concerns any actual or potential employment, income, compensation, business opportunity, or other information or fact that I believe could create an actual or potential conflict with my fiduciary responsibility to the membership of OTEC, or the appearance of a conflict of interest:

- a. Position of employment, including a brief description of the employer, the position held, and the position responsibilities:
- b. Relationships that involve holding a position of responsibility or significant financial interest from which OTEC obtains a significant amount of goods or services:
- c. Contractual or other business relationships with key staff or other Board members:
- d. Other board positions, including a brief description of the organization:
- e. Financial information that bears upon the potential for a conflict of interest:
- f. Any other interest not covered above that I believe could create an actual or potential conflict with my fiduciary responsibility to the membership of OTEC, or the appearance of a conflict of interest:

Affirmation of Director Qualifications

1. I am at least 18 years of age and a member of Oregon Trail Electric Cooperative (OTEC). My legal residence is within the district for which I am applying, and I am qualified for election as a director from that district.
2. I am currently purchasing cooperative services from OTEC.
3. Currently or within the past 60 months, I am not or have not been a director, officer, agent or member of a collective bargaining organization that is seeking, has or had agreements with OTEC regarding the terms and conditions of employment with OTEC.
4. Currently or within the past 60 months, I am not or have not been an employee of OTEC.
5. Within the past 60 months, I have not been convicted of or plead guilty to a felony.
6. I am not employed by, own or control more than 10 percent, or receive more than 10 percent, of the annual gross income from an entity that competes with OTEC or provide a good or service similar to a good or service provided by OTEC. [Note: a member owning or operating distributed generation or net metering facilities with a generating capacity of 25 kW or less shall not be deemed as competing with OTEC.]
7. I do not have a joint membership with a current member of the Board of Directors.
8. I have read Article III, Section 5, of OTEC Bylaws entitled "*Qualifications and Tenure of Directors*" and affirm that I meet all qualifications to serve as a director of OTEC.

Under penalties of perjury, I attest that the above information is true and correct. Furthermore, I attest that should I be appointed to serve as a director of OTEC, of OTEC, I shall at all times remain qualified to serve as a director, as provided in Article III, Section 5, of OTEC Bylaw, and that if at any time I fail to so qualify, I will immediately resign my position as a director of OTEC.

Signature

Date

Print name

Member number

Address, City, State, Zip

Return completed forms to:
Oregon Trail Electric Cooperative
Attn: Secretary
PO Box 226
Baker City, OR 97814-0226



Oregon Trail Electric Cooperative