

PLMA CODE OF CONDUCT HANDBOOK

v.3.0, 31 March 2019

By serving on the PLMA Board of Directors or participating in a PLMA activity (e.g., DR Dialogue, Training, Speakers Bureau, Awards Program, Conference Planning, Conference Presenter, conference attendee), you acknowledge and agree to comply with all applicable policies of the organization and to conduct your behavior according to the Code of Conduct presented herein. Please review these policies and notify the Executive Director if you have any questions. Please note that PLMA may modify these policies and shall provide the Board of Directors with written notice of such modifications.

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ANTITRUST POLICY

The organizations which belong to PLMA compete in various marketplaces. Antitrust laws promote competition and prohibit unlawful restraint of trade. These laws are vigorously enforced to keep companies from engaging in anti-competitive practices. Any discussion among competitors of prices, terms and conditions of sale, allocation of markets or customers, joint refusals to deal, costs of doing business, or future business plans could be interpreted as signaling or a tacit agreement leading to illegal collusion. This is serious criminal conduct that could result in substantial fines and jail sentences, as well as treble damages in civil lawsuits.

PLMA strictly adheres to the antitrust laws. Each Member and participant in the activities of PLMA bears a serious responsibility at all times to comply with the laws, both at formal meetings and in informal discussions. Members must think before they speak (or write) and always consider how their remarks could be interpreted in and out of context. Members must avoid creating or participating in any situation which could be misinterpreted as noncompliance. And finally, consult legal counsel whenever any uncertainty arises.

General Guidelines for All PLMA Activities

PLMA shall not be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement among competitors with regard to prices, terms or conditions of sale, territories, customers, suppliers or other aspects of competition.

- A. No PLMA activity or communication shall include any discussion of pricing methods, terms or conditions of sale, allocation of territories or customers, joint refusals to deal with suppliers or customers, or other aspects of competition. Individual companies' non-public future sales plans will not be revealed nor should they be discussed.
- B. No PLMA activity or communication shall include any discussion that might be construed as an attempt to: (i) prevent any business entity from gaining access to any market or customer for its products and services, (ii) prevent any business entity from obtaining products and services freely in the market through competition.
- C. No PLMA activity or communication shall include any discussion that might be construed as an agreement or understanding to refrain from purchasing any materials, equipment, services, or other supplies from any supplier.
- D. All members and participants in PLMA activities are expected to observe the foregoing rules both at formal meetings and in informal discussions, whether in conjunction with PLMA meetings or otherwise.

CONFLICT OF INTEREST POLICY

Purpose

The purpose of the conflict of interest policy is to protect the interests of this tax-exempt organization, Peak Load Management Alliance (PLMA), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, board member or director of PLMA or might result in a possible excess benefit transaction. PLMA has an obligation to ensure that the organization maintains a bias-free, decision-making process. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

Interested Person: Any director, officer, board member or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which PLMA has a transaction or arrangement,
- b. A compensation arrangement with any entity or individual with which PLMA has a transaction or arrangement, or
- c. A proposal ownership or investment interest in, or compensation arrangement with, any entity or individual with which PLMA is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Other Interest: Disclosure is expected of “other interests”, including ownership, employment, or volunteer or agency interest or involvement in a commercial entity or nonprofit organization that competes with PLMA

A financial interest or other interest is not necessarily a conflict of interest. Under Article III, a person who has a financial interest or other interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest or other interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

CONFIDENTIALITY POLICY

PLMA Directors, Officers, Committee Members and Staff owe a fiduciary duty of care to PLMA. This includes a duty of confidentiality. All non-public information and documentation (regardless of format) that Board members receive from PLMA in connection with their PLMA duties will be treated in strict confidence. Neither the contents nor the existence of this information or documentation will be shared, when appropriate, with anyone other than the Leadership and duly authorized contractors or consultants.

WHISTLEBLOWER PROTECTION POLICY

The Peak Load Management Alliance (PLMA) prides itself on its adherence to federal, state, and local laws and/or regulations, including business ethics policies. As such, even though it is not obligated to do so, PLMA has decided to voluntarily adopt a whistleblower protection policy. Pursuant to this policy, any employee or member who becomes aware of any violation of federal, state, or local law or regulation, including any financial wrongdoing, should immediately report the violation to the Executive Director to allow PLMA to investigate and, if applicable, correct the situation or condition.

If the Executive Director is involved or is believed to be involved in the matter being reported, employees or members may, in the alternative, make a report to a PLMA Officer. PLMA will investigate and take appropriate action within a reasonable period of time. Such complaints will be held in confidence to the extent the needs of the investigation permit.

“Financial wrongdoing” may include, but is not limited to:

- questionable accounting practices;
- fraud or deliberate error in financial statements or recordkeeping;
- deficiencies of internal accounting controls;
- misrepresentations to company officers or accountant (including deviation from full reporting of financial conditions).

If any employee or member reports in good faith what the employee or member believes to be a violation of the law and/or financial wrongdoing to PLMA, its legal counsel, or to a federal, state, or local agency or assists in an investigation concerning financial wrongdoing, it is PLMA’s policy that there will be no retaliation taken against the employee or member.

Employees or members are reminded of the importance of keeping financial matters confidential. Employees or members with questions concerning the confidentiality or appropriateness of disclosure of particular information should contact the PLMA Executive Director, PLMA Officer, or a member of the Board of Directors.

NON-DISCRIMINATION AND ANTI-HARASSMENT POLICY

PLMA is dedicated to providing a discrimination- and harassment-free experience for everyone. PLMA maintains a strict policy prohibiting discrimination and harassment because of gender, gender identity and expression, age, sex, sexual orientation, marital status, physical or mental disability, medical condition, physical appearance, body size, race, color, national origin, ancestry, citizenship status, military status, protected veteran status, political position, religion, creed, or any other basis protected by law, ordinance, or regulation (“Protected Characteristics”).

We do not tolerate discrimination or harassment of Members, participants (including but not limited to all attendees, speakers, co-chairs), or PLMA Staff in any form. All Members, participants, and PLMA staff are required to agree and abide with the Non-Discrimination and Anti-Harassment Policy.

Discrimination and harassment are not appropriate for any PLMA activity, venue, or related media, including but not limited to conferences, dialogues, workshops, parties, and social media. Participants violating these rules may be sanctioned or expelled without a refund at the discretion of the PLMA.

Reporting

We encourage violations of this Policy to be reported and expect cooperation from all participants to help ensure a safe environment for everybody. PLMA will investigate all concerns in a timely, objective, and thorough manner. Investigations are conducted confidentially, meaning they are discussed only on a need-to-know basis. Such violations shall be reported to the PLMA Executive Director or a PLMA Officer.

Discrimination Description

Discrimination includes but is not limited to discrimination in participation, employment, recruitment, compensation, termination, promotions, and other conditions of employment or PLMA participation against any employee, Member, or participant on the basis of a Protected Characteristic.

Harassment Description

Harassment includes but is not limited to:

- offensive verbal comments related to any of the Protected Characteristics
- public sharing or displaying of sexual, violent, derogatory, offensive images, or content
- intimidation
- stalking, following, harassing photography, or recording
- sustained disruption of an activity (presentations, talks, or other communication)
- inappropriate physical contact, and unwelcome sexual attention
- inappropriate email, text, or social media communications

Enforcement

Participants asked to stop any harassing behavior are expected to comply immediately. If a participant engages in harassing behavior the Executive Director or a PLMA Officer may take any action deemed appropriate, including, but not limited to, warning the offender, expulsion from the event, exclusion from

being a PLMA Member representative and reporting to offender's company representative. An offender may make a written appeal of a PLMA Non-Discrimination or Anti-Harassment action to the PLMA Executive Committee. The appeal will be discussed at the next scheduled monthly Executive Committee meeting.

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CONFERENCE PROMOTION POLICY

This policy defines the terms and conditions for all organizations that sponsor or have personnel who participate in a PLMA Event (e.g., conference, training program, meetup), regardless of whether or not they are a PLMA Sponsor or staff of a PLMA Member organization, or other.

PLMA believes in creating an open experience for all members and registrants at our conferences and training programs (PLMA Event). PLMA recognizes that one of the benefits of a PLMA Event is the interaction among the attendees and the open environment provided. It is the intent of PLMA that participants attending PLMA Events be allowed to fully participate without outside distraction. Sample distractions or actions that undermine the success of a PLMA event include holding a dinner that competes with a PLMA organized reception, hosting a meeting that leverages the location of a PLMA Event during conference sessions or sharing registrant name badges.

- Member Organizations who Sponsor an adjacent PLMA Event may conduct scheduled group meetings or similar marketing activities (**Sanctioned Activity**) that involve conference registrants so long as they do not conflict with a PLMA Event Activity, including pre- and post- activities. PLMA will publish the "open" times for each PLMA Event where sponsor organizations may perform activities outside of the PLMA Event. Sponsors shall notify PLMA of any planned activity at the PLMA Event Facility. Sponsors are welcome to coordinate with PLMA to conduct their activities at the PLMA Event Facility (e.g., location where PLMA Event is conducted including but not limited to any hotel, conference center, training building, or host offices, restaurant, or bar), if available.
- **Unsanctioned Activities** are those meetings or marketing activities, whether conducted by sponsors or any other organization, that engage the attention of PLMA registrants and are not a Sanctioned Activity. Unsanctioned Activities shall not be conducted at the PLMA Event Facility.
- All personnel who interact with PLMA Event registrants are required to register as a full participant in the PLMA Event, and if not registered will be asked to do so or leave the vicinity of the PLMA Event. This requirement applies to all personnel engaged in either Sanctioned or Unsanctioned Activities. PLMA does not support "day passes" or "sponsor lounge only" passes, nor does it allow "suitcasing".
- All guests/spouses accompanying a registrant but who do not work in the energy industry must register even if there is no cost to receive a name badge to access meals/hospitality. Any guest/spouse who works in the energy industry (or seeks to) must register at full rate. Guests/Spouses actively promoting their organizations, products, or themselves, seeking interviews, or distributing resumes will be asked to register at the full non-member rate or leave the PLMA Event.
- Any registrant contact information shared by PLMA with individuals who are not staff of Sponsor organizations (e.g., leadership; presenters; session or group co-chairs) may only be used for activities directly related to that PLMA Event. In addition, Sponsoring organizations may not share conference registration lists or the contact information provided by PLMA with anyone outside of the Sponsor organization.

- PLMA has the right to use any photos taken at a PLMA Event by the PLMA staff or contractors. An organization that uses any PLMA materials (Photos, PLMA Logo, Publications, or PLMA Event Promotion Material) for purposes that are not directly related to the PLMA Event should notify PLMA prior to publication. PLMA Event registrants may take and use photographs of themselves for their own purposes and agree to not use photographs of others without their express permission.
- All organizations or people that hold a Sanctioned or Unsanctioned Activity do so at their own risk, act independently, assume responsibility for such activities, and agree to indemnify and defend PLMA, facility owner, and their respective owners, managers, subsidiaries, affiliates, employees and agents, against any claims or expenses arising from either Sanctioned or Unsanctioned Activity.

CODE OF CONDUCT HANDBOOK DOCUMENT REVISION HISTORY

Date	Version	Person	Change/ Modification Description
17 Oct 2017	1.0	J. Childs	Extracts Antitrust and Confidentiality policy from Presenter policy (4.0 Adopted 10 March 2017), and combines with Conflict of Interest policy (v1.0, adopted 1 March 2013), and Whistleblower Protection policy (v1.0, adopted 1 March 2013) into one Code of Conduct Handbook.
12 Feb 2018	2.0	J. Childs	Insert Anti-Harassment Policy.
31 Mar 2019	3.0	J. Childs	Insert Conference Promotion Policy.
Antitrust Policy Document Revision History			
1 Mar 2013	1.0	J. Childs	Childs Initial version of policy accepted and enacted by PLMA Executive Committee, within the Presenter Policy.
1 Dec 2014	1.1	E. Thomas	Revised policy to include more specific emcee and moderator roles. Include language to require communication of PLMA policies. Draft sent to officers and executive committee for review.
17 Dec 2014	1.2	J. Childs	Comments reviewed and consolidated. Version 1.2 sent to Conference Planning Committee and Executive Committee for review and edit.
12 Jan 2014	2.0	J. Childs	Policy adopted.
26 Jan 2017	4.0	T. Adolf	Revised policy to clarify terminology used in practice and provide additional guidance on use of slides and slide formats.
10 Mar 2017	4.0	J. Childs	Executive Committee approves policy. Policy Adopted and posted on PLMA website.
17 Oct 2017	4.1	J. Childs, PLMA Secretary	Extracted from the Presenter Policy 4.0, and included with the Code of Conduct Handbook, v. 1.0.
Conflict of Interest Document Revision History			
8 Feb 2013	0.2	Paula Goedert	Prepared initial version for review by PLMA officers and executive committee (Paula.goedert@btwlaw.com).
8 Feb 2013		PLMA Executive Committee	The subject of formally implementing the Conflict of Interest Policy was discussed at the February Executive committee meeting.
7 Mar 2013		PLMA Executive Committee	Executive committee comments and suggestion were submitted and reviewed by the officers. A final version was submitted to the Executive committee for adoption.
8 Mar 2013	1.0	PLMA Executive Committee	The executive committee approved the adoption of the policy.
8 April 2013		PLMA Executive Director	The formal policy was sent to PLMA members.

Confidentiality Policy Document Revision History			
1 Mar 2013	1.0	J. Childs	Initial version of policy accepted and enacted by PLMA Executive Committee, within the Presenter Policy.
1 Dec 2014	1.1	E. Thomas	Revised policy to include more specific emcee and moderator roles. Include language to require communication of PLMA policies. Draft sent to officers and executive committee for review.
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10 Mar 2017	4.0	J. Childs	Executive Committee approves policy. Policy Adopted and posted on PLMA website.
17 Oct 2017	4.1	J. Childs, PLMA Secretary	Extracted from the Presenter Policy 4.0, and included with the Code of Conduct Handbook, v. 1.0
Whistleblower Protection Policy Document Revision History			
8 Feb 2013	0.2	Paula Goedert	Prepared initial version for review by PLMA officers and executive committee (Paula.goedert@btwlaw.com).
8 Feb 2013		PLMA Executive Committee	The subject of formally implementing the Whistleblower Protection Policy was discussed at the February Executive committee meeting.
7 Mar 2013		PLMA Executive Committee	Executive committee comments and suggestion were submitted and reviewed by the officers. A final version was submitted to the Executive committee for adoption.
8 Mar 2013	1.0	PLMA Executive Committee	The executive committee approved the adoption of the policy.
8 April 2013		PLMA Executive Director	The formal policy was sent to PLMA members.
Anti-Harassment Policy Document Revision History			
21 Nov 2017	0.1	J. Childs	Prepared initial version for review by PLMA officers.
11 Dec 2017	0.2	J. Childs	Prepared draft for review by PLMA Executive Committee.
16 Jan 2018	0.3	J. Childs	Revised draft for review by PLMA Executive Committee.
12 Feb 2018	1.0	PLMA Executive Committee	The executive committee approved the adoption of the policy for incorporation into Code of Conduct Handbook.
Conference Promotion Policy Revision History			

31 Mar 2019	8.0	Joseph E. Childs, PLMA Staff	Finalized changes incorporated into Code of Conduct Handbook.
12 Mar 2019	5.0	PLMA Executive Committee	The executive committee approved the adoption of the policy for incorporation into Code of Conduct Handbook, with recommended clarifications.
3 Mar 2019	1.0	J. Childs	Prepared initial version for review by PLMA officers.

Notes: Items with black font have been completed. Items with shaded font are planned.