

Code of Conduct and Ethics for Directors

Intent

The board of directors of Tomahawk Rural Electrification Association Ltd. (“TOMAHAWK”) adopts the following Code of Conduct and Ethics:

1. to clarify any uncertainty regarding the authority of the board or individual directors;
2. to create closer coordination between directors, and among directors, management and employees;
3. to lead to a greater understanding of the policy directives of TOMAHAWK as set out in board policy.

Agreement

I recognize my fellow board members have entrusted me to represent the interests of TOMAHAWK and support the goals and objectives of the organization in the development of a sustainable and prosperous business. To that end, as a director/nominee of TOMAHAWK I agree that:

- The board’s authority is limited to overseeing the affairs of TOMAHAWK in a manner deemed beneficial to TOMAHAWK as a whole. To do this, we hire a Secretary to work with our Distribution System Operator who is responsible for the overall and day-to-day management of the business under the direction of the board. We are also responsible for carrying out other duties as provided for by the by-laws, applicable legislation and regulation and board policy.
- Each director’s authority is equal only to the rights and authority of any individual member of TOMAHAWK except when the board is in formal meeting. As an individual director I may not take action on behalf of TOMAHAWK alone unless explicitly delegated that authority by action of the board. As an individual director I have no particular rights to information not made available to all directors.
- Confidentiality is critical to protect TOMAHAWK’s interests and financial viability. This means as a director I shall not discuss disputed corporate actions, policies, or issues with TOMAHAWK members, employees, or the general public unless all directors agree that such information is no longer confidential. All issues related to personnel, real estate, market strategy and goals, pending litigation, and details of TOMAHAWK’s financial status will be considered confidential unless full disclosure is approved by the board as a whole.
- I serve as a representative of TOMAHAWK. I shall conduct myself in a professional manner which fosters confidence and reflects positively on TOMAHAWK, its members, and its staff. I will respect the rights of others – directors, staff and members – to communicate their ideas free from interruption and without intimidation. I shall, at all times, disclose any/all economic conflicts of interest.
- While I may disagree with a policy approved by or action taken by the majority of the board, I will support policy or action as being the considered judgment of the board. As an individual director I shall have the right to present further evidence and argument to the board for further consideration in a manner consistent with the board’s practices. The board shall have the duty to reconsider its actions appropriately.
- If I have a grievance with a fellow member of the board of directors, management, the organization or any of its service providers that I choose to settle through any legal action, I shall temporarily relinquish my position until the grievance is resolved so as not to jeopardize the discussion and decisions of my fellow board members.
- I will not use my position to further the interest of any organization which is opposed to the interests and principles of TOMAHAWK, nor will I engage in any activities which would be prejudicial to TOMAHAWK.

- I will avoid all conduct detrimental to the TOMAHAWK organization, or to the good name or reputation of any of the members of TOMAHAWK.
- I will vote my honest conviction in every case, based on the information made available, and thereafter will abide by and uphold the final decision of the board of directors.
- I will keep confidential all opinions voiced by directors during discussion at their meetings.
- I will operate in an ethical and legal manner.
- I will not condone and will not tolerate any discrimination or harassing behaviour which undermines the dignity and self-esteem of any director, employee or member. Harassment and/or discrimination by any Director is considered to be a serious breach of human rights and will require immediate resolution.

Pledge:

As a TOMAHAWK director/nominee, I pledge to do my best for TOMAHAWK and will, to the best of my abilities:

- devote the time needed to fulfill the duties of a director;
- commit to continued learning and development;
- be prompt for and attentive at meetings;
- to the best of my ability I will attend all board meetings; understanding that if I miss 3 board meetings in a year the absences will be subject to review by a board committee;
- contribute to and encourage open, respectful and thorough discussions by the board;
- attend and actively participate in the board’s training sessions and annual planning retreat to enhance board understanding and cohesiveness;
- work for continued and increased effectiveness in TOMAHAWK’s ability to serve its member/owners;
- and speak with one voice in upholding the decisions of the board.

Compliance:

I acknowledge that a director/nominee who fails to sign and submit this Code of Conduct and Ethics to the board of directors or who breaches this Code shall be subject to review by the board as to their ability to become or remain as a director/nominee. A decision as to whether or not there has been a breach of this Code shall be determined by a two-thirds majority vote of the directors then in office and shall be conducted by secret ballot as in accordance with the Standard By-laws.

I, the undersigned director/nominee of TOMAHAWK confirm my reading and understanding of this Code and my commitment to the best of my ability to comply with and be bound by its expectations and I further acknowledge that should any compliance action be taken said action maybe reported in general terms to all members in an organizational newsletter.

Printed Name of Director/Nominee

Date

Signature