



Moody/Pinder

RESOLUTION NO. 6520

WHEREAS, the Board of Directors has determined it is in the best interest of the District, its employees, and its customer owners to establish written policies that describe and document OPPD's corporate governance principles and procedures; and

WHEREAS, each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process; and

WHEREAS, the Board's Governance Committee (the "Committee") is responsible for evaluating Board Policy SD-10: Ethics on an annual basis. The Committee has reviewed the 2022 SD-10: Ethics Monitoring Report and finds OPPD to be sufficiently in compliance with the policy as stated.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Omaha Public Power District accepts the 2022 SD-10: Ethics Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hererof, and finds OPPD to be sufficiently in compliance with the policy as stated.

SD-10 Ethics Monitoring Report

McKell Pinder
Vice President Human Capital
September 20, 2022

SD-10: Ethics

It is essential that OPPD maintain the public trust and confidence in the integrity and ethical conduct of its Board of Directors and the OPPD employees. Therefore, to ensure the public interest is paramount in all official conduct, the Board shall adopt and update, as necessary, a Code of Ethics and Business Conduct (the “Code”). OPPD shall also maintain and enforce a code of conduct applicable to all employees.

Among other things the Code shall:

- Require high ethical standards in all aspects of official conduct;
- Establish clear guidelines for ethical standards and conduct by setting forth those acts that may be incompatible with the best interests of OPPD and the public;
- Require disclosure and reporting of potential conflicts of interests; and
- Provide a process for: (i) reporting suspected violations of the Code and policies; (ii) investigating suspected violations of the Code and policies; and, (iii) providing an annual report to the Board.

Require high ethical standards in all aspects of official conduct

Board of Directors	Employees (Policy 3.01)
<ul style="list-style-type: none">• Loyalty• Compliance with Applicable Laws• Observance of Ethical Standards	<ul style="list-style-type: none">• Integrity• Compliance with Applicable Laws and Regulations• Act in a Legal and Ethical Manner

Establish clear guidelines for ethical standards and conduct by setting forth those acts that may be incompatible with the best interests of OPPD and the public

Board of Directors	Employees
<ul style="list-style-type: none">• Conflicts of Interest<ul style="list-style-type: none">• Improper Conduct and Activities• Compensation from non-Company Sources• Personal Use of Company Assets• Corporate Opportunities• Gifts• Business Courtesies• Confidentiality• Compliance	<ul style="list-style-type: none">• Laws, Regulations, and Personal Conduct• Accuracy of District Records, Reports and Communications• Use of Assets• Confidentiality and Disclosure of Information• Current and Potential Relationships with Vendors• Travel & Lodging for Business/Trade Organizations• Employee and Customer Relations• Political Office, Government Relations, and Public Service• Conflicts of Interest• Purchase and Sales of Goods and Services• Fraudulent Activities• Retention of OPPD Records• Distribution and Acknowledgement of Policy• Reporting Violations and Seeking Guidance• Disciplinary Action

Provide a process for: (i) reporting suspected violations of the Code and policies; (ii) investigating suspected violations of the Code and policies; and, (iii) providing an annual report to the Board

Board of Directors	Employees
<ol style="list-style-type: none"> 1. Communicate violations promptly to the Chair of the Governance Committee 2. Potential violations investigated by the Governance Committee or person designated (legal counsel) 3. Appropriate actions taken 4. Report annually to the Board <p><i>One external allegation reported for the previous 12-month period. Appropriate actions taken.</i></p>	<ol style="list-style-type: none"> 1. Report anonymously through 3rd Party (Ethics Point) 2. Report through Employee Concerns (FCS) 3. Report through Human Capital 4. Investigated by appropriate party/parties 5. Appropriate actions taken 6. Reported annually to the Board <p><i>17 reported for the previous 12-month period – 16 investigated and appropriate action taken; 1 pending investigation</i></p>

Recommendation

The Governance Committee has reviewed and accepted this Monitoring Report for SD-10 and recommends that the Board finds OPPD to be sufficiently in compliance with Board Policy SD-10.

**Any additional reflections on
what has been
accomplished ... or
challenges or gaps**





Board Action

September 20, 2022

ITEM

SD-10: Ethics Monitoring Report

PURPOSE

To ensure full board review, discussion, and acceptance of the 2022 SD-10: Ethics Monitoring Report.

FACTS

- a. The first set of Board policies was approved by the Board on July 16, 2015. A second set of Board policies was approved by the Board on October 15, 2015.
- b. Each policy was evaluated and assigned to the appropriate Board Committee for oversight of the monitoring process.
- c. The Governance Committee is responsible for evaluating Board Policy SD-10: Ethics.
- d. The Governance Committee has reviewed the SD-10: Ethics Monitoring Report and is recommending that OPPD be found to be sufficiently in compliance with the policy as stated.

ACTION

The Governance Committee recommends Board approval of the 2022 SD-10: Ethics Monitoring Report.

RECOMMENDED:

DocuSigned by:
McKell V. Pinder
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McKell V. Pinder
Vice President – Human Capital

APPROVED FOR BOARD CONSIDERATION:

DocuSigned by:
L. Javier Fernandez
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L. Javier Fernandez
President and Chief Executive Officer

Attachments:
Exhibit A – SD-10: Ethics Monitoring Report
Resolution