

# Code of Conduct Policy

## Doc Number 704

Northeast Power Coordinating Council, Inc. (NPCC) is responsible for promoting and enhancing the reliability of the international, interconnected bulk power system in Northeastern North America. As a part of the ERO Enterprise, NPCC is committed to the collective vision of a highly reliable and secure North American bulk power system and assuring the effective and efficient reduction of risks to the reliability and security of the grid.

### Purpose

This Code of Conduct Policy outlines core values, standards of performance, confidentiality, and a representation policy for NPCC related business activities.

### Scope

This Code of Conduct Policy applies to NPCC's Board of Directors, officers, and employees. Additionally, NPCC expects that its third-party vendors or consultants, independent contractors, and members of NPCC's committees, task forces and working groups follow this Code of Conduct Policy in connection with work performed related to NPCC. Together, the Board of Directors, officers, employees, third-party vendors or consultants, independent contractors, and members of NPCC's committees, task forces, and working groups are identified as "NPCC Representatives" for the purposes of this Code of Conduct Policy.

### Core Values

NPCC has established the following core values:

#### **Fairness and Inclusiveness**

- Maintain a fair, respectful culture where individuals and groups contribute, collaborate, and thrive
- Value varied backgrounds and work collaboratively to provide opportunities for all
- Treat each other with respect and seek to understand complementary roles

#### **Integrity, Ethics, and Compliance**

- Act in a manner that is consistent with the highest levels of professional and ethical conduct, including responsible stewardship of emerging technologies.
- Carry out activities and responsibilities with unwavering independence, impartiality, and objectivity
- Steward responsible and transparent management of finances and resources

#### **Accountability, Adaptability, and Innovation**

- Collaborate effectively with ERO and stakeholder subject matter experts to create innovative tools and approaches
- Harness technical and analytical ability to proactively address future challenges
- Maintain an external presence that educates and promotes a culture of reliability excellence and accountability in order to deliver accurate, impactful, and meaningful messages, outreach, and results

## Standards of Performance

In accordance with these values, NPCC Representatives have three commonly recognized duties to NPCC:

### Duty of Care

NPCC Representatives are required to use the care an ordinarily prudent person would exercise in a like position and under similar circumstances with respect to the management and administration of NPCC affairs. This duty of care has two components: (i) the time and attention devoted to the organization's affairs, and (ii) the skill and judgment reflected in business decisions.

With respect to NPCC committees, working groups, and task forces:

- A. Each NPCC Representative will review and consider materials distributed prior to meetings, will actively participate in meetings and discussions, and will make independent inquiries as needed.
- B. In voting on any matter or otherwise acting in a capacity as an NPCC Representative, each person will:
  1. Make reasonable inquiry to become informed of the nature and consequences of the matter or action at issue; and
  2. In the exercise of independent judgement, act in a manner that the NPCC Representative believes to be in the best interests of NPCC and the Membership of NPCC, taken as a whole.
- C. In exercising the duty of care described in paragraphs A and B above, NPCC Representatives have the right to rely on (i) statements made by the persons leading NPCC functional areas, (ii) opinions and reports prepared by professionals and experts (such as engineers, accountants and lawyers) and (iii) NPCC committees, unless facts or circumstances arise which would otherwise prompt concerns of an ordinarily prudent person.

### Duty to Adhere to NPCC's Mission

The duty to adhere to NPCC's mission requires NPCC Representatives to promote NPCC's mission in seeking to assure a reliable and adequate bulk power system for Northeastern North America, rather than the NPCC Representatives' own financial or other interests, or the interests of another person or entity.

This duty also includes compliance with NPCC's Conflict of Interest Policy. Each NPCC Representative has a responsibility to recognize potential conflicts of interest and be guided by independent judgement of what is in the best interests of NPCC and the membership of NPCC, taken as a whole. If any NPCC Representative has questions about whether a conflict of interest exists, he or she may send a query to NPCC's Conflicts Team at [conflicts@npcc.org](mailto:conflicts@npcc.org).

### **Duty to Adhere to the Law and to Highest Ethical Standards**

The duty to adhere to applicable laws affecting NPCC and to highest ethical standards requires that NPCC Representatives conduct themselves in a manner that assures that NPCC operates to further its stated objectives in compliance with legal requirements and the highest ethical standards.

#### **Confidentiality**

To the extent permitted by law, all NPCC Representatives must maintain the confidentiality of any confidential information disclosed or made available to the NPCC Representative. Each NPCC Representative must use the same care and discretion to avoid disclosure, publication, or dissemination of Confidential Information as the NPCC Representative uses with their own Confidential Information that they do not wish to disclose, publish, or disseminate.

#### **Use of Artificial Intelligence**

NPCC Representatives may use artificial intelligence tools only as expressly approved by NPCC. All AI use must comply with this code, the applicable member or non-member Non-Disclosure Agreement, and other applicable laws and policies. Inputting, uploading, or otherwise providing any Confidential Information into unapproved AI tools including any public or 3<sup>rd</sup> party AI tools is strictly prohibited.

#### **Representation Policy**

Unless specifically designated the authority and responsibility to do so by the NPCC President and CEO or the NPCC Chair of the Board of Directors, NPCC Representatives should not present themselves in any manner that suggests they represent NPCC or are authorized to speak or communicate on behalf of NPCC, officially or unofficially.

NPCC Representatives should be aware of the public perception that they represent NPCC and consider whether their remarks in writing or orally may be incorrectly interpreted as an expression of NPCC's views.

NPCC Representatives not authorized to speak on behalf of NPCC are obligated to identify oral and written statements as their personal opinion and not as an official or unofficial position of NPCC.

NPCC Representatives may state NPCC policy or information where this can be done accurately. They may also describe NPCC activities, plans, and involvement where this can be done accurately and in a manner that is consistent with confidentiality requirements.

### Reviewer/Responsible Groups

NPCC legal is responsible for issuing and maintaining this Policy. The NPCC Board of Directors has the authority to adopt and amend this Policy.

### Review and Reapproval Requirements

This Code of Conduct Policy will be reviewed every three (3) calendar years or as appropriate for possible revision. The existing or revised document will be reapproved by the NPCC Board of Directors and distributed.

Date	Changes Made/ Comments	Changed By/Reviewed By
November 29, 2007		Adopted by the NPCC Board of Directors
June 3, 2014		Amended by the NPCC Board of Directors.
March 20, 2024	Modernized and updated to comply with Policy Procedure	Amended by the NPCC Board of Directors.
April 29, 2026	Updated to address AI and other minor edits	Amended by the NPCC Board of Directors.