

Procedure Title:
**Board Member, Conflict of Interest
 Procedure**

Note: Revision # should be listed in descending order starting with most recent version at the top

Revision Date (For IBC Use Only)	Revision #	Description/Modification	Revision Section (s)	Author
1/5/2026	3	Deleted date Code of Conduct was enacted, currently being updated	1	Karen Delince, Corporate Secretary
11/16/2024	2	Annual Review – no changes		Karen Delince, Corporate Secretary
4/26/2023	1	Annual Review – no changes		Karen Delince, Corporate Secretary
4/21/2022	0	Original Issue	N/A	Karen Delince, Corporate Secretary

Revision Description: This document will be reviewed and updated as business needs require. However, a mandatory review will be required on the anniversary date of the approved document. Rescinding of documents is referenced in BS-IBC-01-005.

Revision Cycle: Every Year

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1 PURPOSE

Conflicts of interest can arise or exist for board members who are involved with outside organizations seeking the board's action.

This Procedure implements the New York Power Authority's Code of Conduct with respect to board members' conflicts of interest. This Procedure defines the processes and responsibilities for identifying and disclosing conflicts of interest.

2 APPLICABILITY

This Procedure applies to all board members.

3 TERMS AND DEFINITIONS

N/A

4 RESPONSIBILITY

The content owner maintains this document and keeps it up to date.

5 IMPLEMENTATION

The Corporate Secretary's Office is responsible for implementing this Procedure.

Following the Authority's Code of Conduct, board members shall at all times conduct themselves in a manner that avoids any appearance or situation in which they could:

- Be improperly influenced,
- Give or receive preferential treatment by any person or entity, or
- Act in violation of the public trust.

Board members are required to disclose any and all possible conflicts of interest (professional and personal) to the Corporate Secretary's Office, and to subsequently recuse themselves from participating in any action, discussion or voting where the disclosed conflict appears or exists. All conflict-of-interest disclosures and recusals will be recorded in the meeting minutes.

5.1 Conflict of Interest Review

- 5.1.1 Before every board meeting, the Corporate Secretary's Office will provide the members with a list of individuals and organizations that are scheduled to come before the board. The members are asked to review the list of individuals and organizations and to inform the Corporate Secretary's Office as soon as possible regarding any actual or perceived conflict of interest.
- 5.1.2 The Corporate Secretary and the VP, Chief Ethics & Compliance Officer, are available for consultation in the event that a board member has questions about a potential conflict of interest.
- 5.1.3 During the board meeting, members with conflicts of interest shall formally recuse themselves from any actions, discussions or votes dealing with that matter. If the matter does not rise to the level of an impermissible conflict of interest, but rather the appearance of a conflict, the members shall make the necessary disclosures, for the record, and may vote.
- 5.1.4 The minutes of the meeting shall identify the members who disclosed conflicts of interest and the appearance of a conflict of interest. The minutes shall also include the members' self-recusals from the applicable agenda items' actions, discussion and vote.

5.2 Yearly Review of Code of Conduct and Acknowledgement

- 5.2.1 Once a year, the Corporate Secretary's Office will forward the Code of Conduct and the Conflict-of-Interest Procedure to the board members for review.
- 5.2.2 The Corporate Secretary's Office will also provide board members with a certification that is to be signed, dated and returned to the Corporate Secretary's office after the review, indicating that members have read, understand and will comply with the Code of Conduct and Conflict of Interest Procedure.

6 VIOLATIONS

N/A

7 REFERENCES

7.1 New York Power Authority Code of Conduct

PowerNet > Department Sites > Office of Ethics & Compliance > Code of Conduct

8 ATTACHMENTS

8.1 Attachment: Certification

NEW YORK POWER AUTHORITY
BOARD MEMBER CODE OF CONDUCT & CONFLICT OF INTEREST
CERTIFICATION

I, _____, acknowledge that I have read, understand and agree to abide by the New York Power Authority Code of Conduct and Conflict of Interest Procedures. I understand that every board member is to comply with the standards set forth in the Code of Conduct and Conflict of Interest Procedures.

Accordingly, I certify that, to the best of my knowledge, I am in compliance with the provisions of the Code of Conduct and Conflict of Interest Procedures.

Should I ever have a concern regarding a potential violation of the Code of Conduct, I will report the concern to the Ethics & Compliance Office for resolution. Any potential conflict of interest violations or concerns will be reported to the Corporate Secretary.

Signature: _____

Date: _____