



Bogner/Purnell

RESOLUTION NO. 6658

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, and the Committee has reviewed the 2024 SD-10: Ethics Monitoring Report.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Omaha Public Power District accepts the 2024 SD-10: Ethics Monitoring Report, in the form as set forth on Exhibit A attached hereto and made a part hereof and finds OPPD to be sufficiently in compliance with the policy as stated.

SD-10 Ethics Monitoring Report Governance Committee

McKell Purnell
Vice President Human Capital

September 17, 2024

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

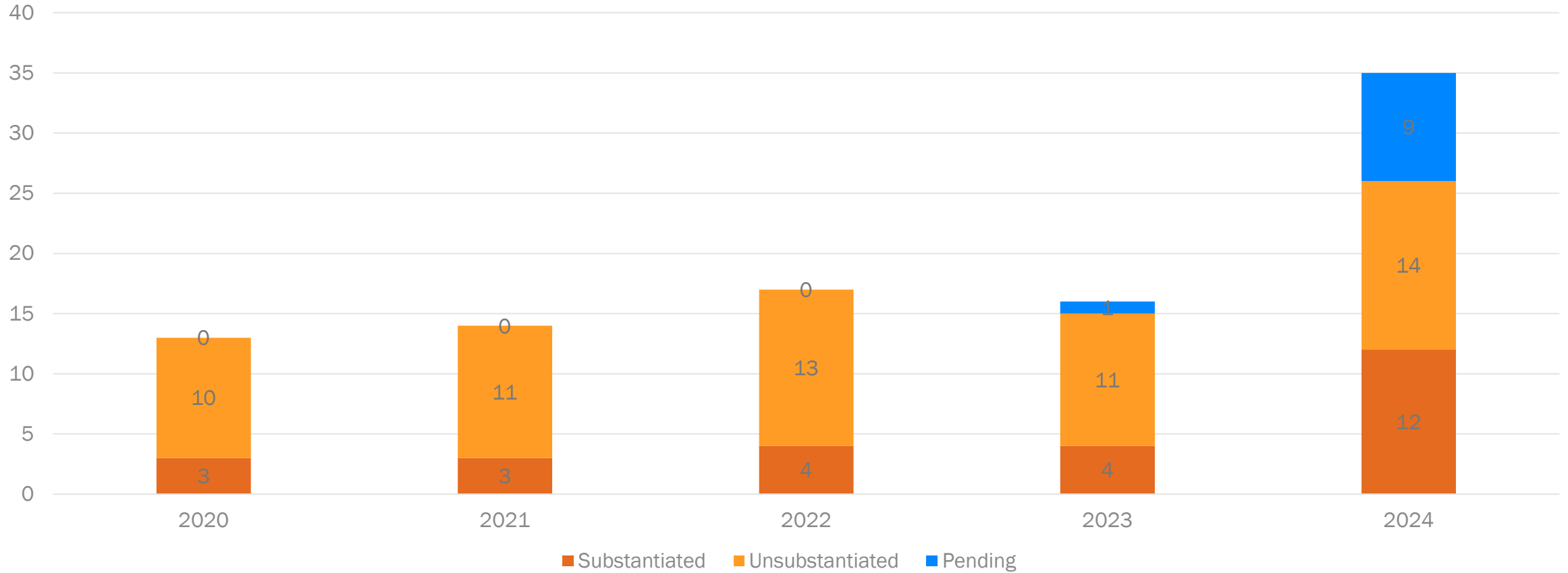
Board of Directors	Employees
<ul style="list-style-type: none">• Conflicts of Interest<ul style="list-style-type: none">• Improper Conduct and Activities• Compensation from non-Company Sources• Personal Use of Company Assets• Corporate Opportunities• Gifts• Business Courtesies• Confidentiality• Compliance	<ul style="list-style-type: none">• Laws, Regulations, and Personal Conduct• Accuracy of District Records, Reports and Communications• Use of Assets• Use of Company Communication Systems and Property• Confidentiality and Disclosure of Information• Current and Potential Relationships with Supplier• Travel and 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• Reporting Violations

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 the person designated (legal counsel) 3. Appropriate actions taken 4. Report annually to the Board <p><i>No allegations were reported for the previous 12-month period.</i></p>	<ol style="list-style-type: none"> 1. Report anonymously through 3rd Party (Ethics Point) 2. Report through Human Capital 3. Investigated by appropriate party/parties 4. Appropriate actions taken 5. Reported annually to the Board <p><i>35 reported for the previous 12-month period – 26 investigated and appropriate action taken; 9 pending investigations.</i></p>

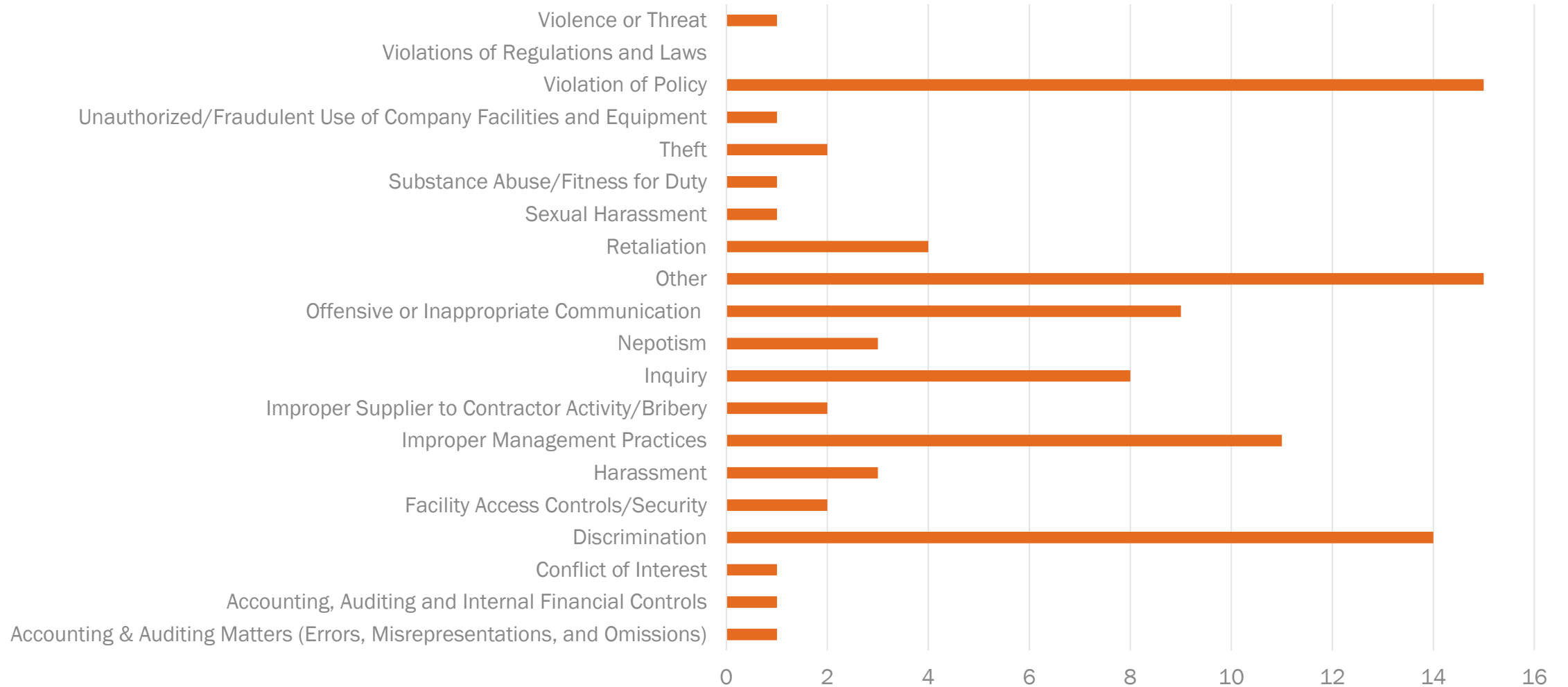
Historical Summary of EthicsPoint Reports

Disposition of Allegations



Historical Summary of EthicsPoint Report

Category of Allegations 2020 – 2024

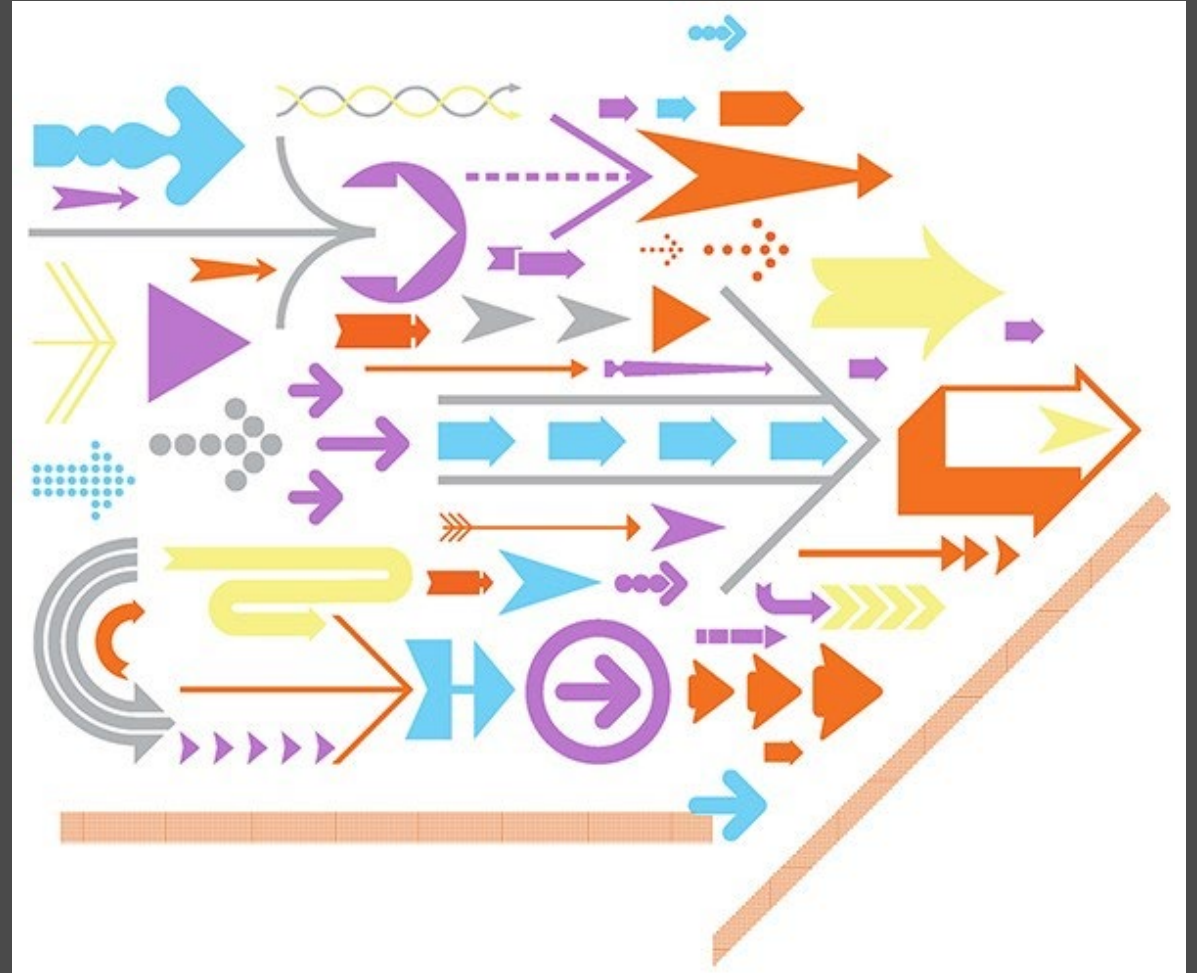


Recommendation

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 reflections on

**what has been
accomplished, challenges
and/or strategic
implications?**





Reporting Item

BOARD OF DIRECTORS

September 19, 2024

ITEM

SD-10: Ethics Monitoring Report

PURPOSE

To ensure full board review, discussion, and acceptance of the 2024 SD-10: Ethics Monitoring Report.

FACTS

- a. The first group of Board policies was approved by the Board on July 16, 2015. A second group 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

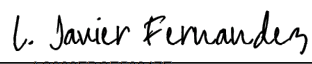
The Governance Committee recommends Board approval of the 2024 SD-10: Ethics Monitoring Report.

RECOMMENDED:

Signed by:


 McKell V. Purnell
 Vice President – Human Capital

APPROVED FOR BOARD CONSIDERATION:

Signed by:


 L. Javier Fernandez
 President and Chief Executive Officer

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