



**RUTHERFORD Cable
Board and Committee Chair Code of Conduct**

RUTHERFORD Cable board members and committee chairs will conduct themselves to ensure they meet the nonprofit standards for duty of care (exercise reasonable care when he/she makes a decision as a steward of the organization), duty of loyalty (be faithful to the organization and act in the best interests of the organization), and duty of obedience (be faithful to the organization's mission and act in compliance with the organization's policies and procedures and governing laws).

RUTHERFORD Cable board members and committee chairs must act:

- Honestly and in good faith
- In the best interests of Rutherford Cable
- With integrity
- In a financially responsible manner
- With a reasonable degree of care, diligence, and skill.

Specific responsibilities and policies are posted on the Rutherford Cable website under About Us/Board & Bylaws:

- Rutherford Cable Board Responsibilities summary of collective and individual board responsibilities document
- Diversity, Equity, & Inclusion and Nondiscrimination Policy
- Conflict of Interest Policy
- Whistleblower Policy
- Ombuds Program Policy
- Document Retention Policy

All board members and committee chairs must sign off and agree to follow these policies during the annual board orientation program.

Any violations of this code of conduct or the policies listed above will be addressed through the Whistleblower Policy, the Ombuds Program, or directly by the Board.

RUTHERFORD CABLE BOARD RESPONSIBILITIES

Collective Board Responsibilities

Each board member should fulfill, to the best of their ability, these duties on an annual basis throughout the term:

- **Formulating and creating long-range goals and objectives:**
 - Create and adopt policies
 - Develop and monitor the strategic plan

- **Provide stewardship to the organization by:**
 - Help select and provide advice and counsel to the President
 - Perform the organization's legal functions
 - Play a role in assisting RUTHERFORD Cable achieve goals and objectives
 - Adopt and monitor the operating budget
 - Monitor finances, sponsorships, etc.

- **Build community by:**
 - Participate in and maximize relationships with individuals and community organizations
 - Utilize personal and business contacts to increase volunteer, financial, and community resources
 - When requested, represent RUTHERFORD Cable in corporate and social communities
 - Actively participate in the organization's community impact efforts

Individual Board Member Responsibilities

In addition to following the direction and guidance contained the RUTHERFORD Cable job description for the individual board positions, board members are expected to:

- Support RUTHERFORD Cable's mission and policies including the EEO policy.
- Maintain RUTHERFORD Cable membership in good standing (dues paid in full and on time).
- Attend at least 75% of monthly board meetings per year (8/11 meetings)
- Chair and membership on a RUTHERFORD Cable standing, ad-hoc, or special project committee (exception for President and Secretary).
- Attend a new board member orientation including D&I training.
- Regularly attend RUTHERFORD Cable events, including but not limited to: Monthly breakfast programs; Hot Topics; Athena Celebration; serve as Mentor in Mentoring, etc.
- Maintain confidentiality of information discussed, distributed, or shared (handout, email, text, on-line document access, etc.) at board meetings and information received due to individual's board position.



BOARD OF DIRECTORS OF RUTHERFORD CABLE
Diversity, Equity, & Inclusion and Nondiscrimination Policy

Recognizing that different ideas, perspectives and backgrounds create a richer environment for our members, Rutherford Cable established a Diversity, Equity, and Inclusion (DE&I) initiative, which is spearheaded by the board through the efforts of the DE&I Committee which works to ensure that Cable meets every member where she/he is, celebrates our members' diverse voices and experiences and creates an atmosphere where all feel welcomed, valued, and respected. The committee's motto is: "Rutherford Cable is the place where differences unite us and make us stronger, rather than divide us".

Rutherford Cable does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our organization, staff, clients, volunteers, subcontractors, and vendors.



BOARD OF DIRECTORS OF RUTHERFORD CABLE

Conflict of Interest Policy

The standard established by RUTHERFORD Cable (hereinafter "CABLE") is that all officers, directors, advisors, volunteers and employees (each, an "Individual Representative") act in the best interests of the organization, rather than in furtherance of personal interests or the interests of third parties. Except in those circumstances that are deemed fair to CABLE, individual representatives are to scrupulously avoid conflicts of interest between the interests of CABLE, on the one hand, and the personal, civic and business interests of such individuals or their family members, on the other hand. This includes avoiding potential and actual conflicts of interest, as well as the appearance of conflicts of interest.

Upon or before election, hiring or appointment, each individual representative will make a full disclosure of interests, relationships and holdings that could potentially result in a conflict of interest involving CABLE.

In the course of meetings or activities, each individual representative will disclose the nature and extent of any interests in a transaction or decision involving CABLE where such individual, including his or her family, close associates, business or other nonprofit affiliations, will receive a benefit or gain. After this disclosure, the individual will, upon request, leave the room for the discussion and will under no circumstances be permitted to vote on the question at hand.

CABLE recognizes that it will from time to time engage in activities in which individual representatives have a personal, pecuniary or other interest. For example, although CABLE's directors receive no compensation for their services as such, an individual director may receive compensation in return for certain services performed, or goods delivered, by such director for the benefit of CABLE that are not related to his or her service as a director. A conflict-of-interest transaction is not voidable and will not serve as a basis for imposing liability on an individual representative if the transaction was fair to CABLE at the time it was entered into and was properly approved.

An example of implementation of CABLE's conflict of interest policy is its procedure for consideration of exchange of membership benefits for in-kind services, which appears in the RUTHERFORD Cable & Rutherford CABLE Foundation Policies & Procedures Manual (which is under review for 2021/22).

The purposes of this conflict-of-interest policy are to protect the integrity of CABLE's decision-making process, to enable our members and the community at large to have confidence in our integrity, and to protect the integrity and reputations of our directors, officers, advisors, volunteers and employees. This policy is not meant to supplement good judgment, and CABLE's directors, advisors, volunteers and employees are to respect this policy's spirit as well as its express wording.



RUTHERFORD Cable

Board Member Annual Conflict of Interest Statement

2022/23

Position Information:

- Are you a voting board member? Yes No
- Are you an Officer? Yes No
- What is your board position title? _____

I affirm the following:

- I have read and understand the Rutherford CABLE Conflict of Interest Policy. _____(initial)
- I agree to comply with the policy's terms and conditions during my service as a Rutherford CABLE board member. _____(initial)
- If at any time following the submission of this form, I become aware of any actual or potential conflicts of interest, or if the information submitted with this form becomes inaccurate or incomplete, I will promptly notify the Rutherford CABLE Executive Committee in writing. _____(initial)

Disclosure of Actual or Potential Conflicts of Interest:

Board member signature: _____ Date: _____

Board member printed name: _____



RUTHERFORD Cable WHISTLEBLOWER POLICY

General. The Board of Directors of RUTHERFORD Cable has determined that (i) all officers, directors, chairs, committee members, employees, advisors, and representatives of RUTHERFORD Cable should observe high standards of business and personal ethics in the conduct of their duties and responsibilities, (ii) all officers, directors, chairs, committee members, employees, advisors, and representatives of RUTHERFORD Cable should practice honesty and integrity in fulfilling their duties and responsibilities with respect to RUTHERFORD Cable, and (iii) all officers, directors, chairs, committee members, employees, advisors, and representatives of RUTHERFORD Cable should comply with all applicable laws and regulations when working to ensure the mission, vision, and goals of RUTHERFORD Cable.

Reporting Responsibility. It is the responsibility of all officers, directors, chairs, committee members, employees, advisors, representatives of RUTHERFORD Cable, and members to report suspected violations accordance with this Whistleblower policy. This includes but is not limited to potential violations of accounting practices, alleged discrimination or harassment, Tennessee Nonprofit Corporation Act, Federal Income Tax Code-Section 501c3 and 501c6, fraud, other illegal practices, or violations of adopted policies of the organization.

No Retaliation. No officer, director, chair, committee member, employee, advisor, representative of Rutherford Cable, or member who in good faith reports a suspected violation shall suffer harassment, retaliation or adverse consequence from RUTHERFORD Cable. Any officer, director, chair, committee member, employee, advisor, representative of RUTHERFORD Cable, or member who retaliates against someone who has reported a potential violation in good faith is subject to discipline up to and including removal from membership. This whistleblower policy is intended to encourage and enable individuals to raise serious concerns within RUTHERFORD Cable prior to seeking resolution outside RUTHERFORD Cable.

Reporting Violations. RUTHERFORD Cable has an open-door policy and encourages all officers, directors, chairs, committee members, advisors, employees, members, and representatives of RUTHERFORD Cable to share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, the President is in the best position to address an area of concern. However, if you are not comfortable speaking with the President or you are not satisfied with the President's response, you are encouraged to speak with any person serving on the Board of Directors with whom you are comfortable approaching. The President and any member of the board of directors are required to report suspected violations to the Board of Directors and coordinate an investigation with the Ombuds Committee.

Ombuds Program. In the event that a person wishes to report a potential violation confidentially, the person may report using the Ombuds Program. This program was designed to create a confidential process to address potential issues relating to comments, concerns, or behaviors made by members or guests during a Rutherford Cable event and to address investigations related to Whistleblower Policy complaints. Please refer to Ombuds Program for specific details on utilizing this reporting and investigation process.

Acting in Good Faith. Anyone reporting a suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a potential violation Any allegations which prove to have been made maliciously or knowingly false will be viewed as a serious offense which will be reviewed by the Board of Directors for appropriate action.

Confidentiality. Suspected violations may be submitted on a confidential basis by the complainant via the Open Door Policy or may be submitted anonymously via the Ombuds Program. Reports of suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.



RUTHERFORD Cable OMBUDS PROGRAM

RUTHERFORD Cable believes that open and honest communication is one of the keys of the organizations' success. The board encourages all officers, directors, chairs, committee members, advisors, employees, members, and representatives of RUTHERFORD Cable (all now referred to as members in the program) to share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, the President is in the best position to address an area of concern. However, if a member is not comfortable speaking with the President or if the member is not satisfied with the President's response, the member is encouraged to speak with any current member of the Board of Directors with whom the person is comfortable approaching. The President and any member of the board of directors are required to report suspected violations to the board and coordinate an investigation with the Ombuds Committee.

In some situations, a member may wish to report a concern anonymously. This may be handled through the Ombuds Program. The goal of the Ombuds Program is to create a confidential process to address potential issues relating to comments, concerns, or behaviors made by members during Rutherford Cable events and to address investigations related to Whistleblower Policy complaints. Note, visitors to Rutherford Cable may also utilize the Ombuds Program to report a potential concern. The organization believes that addressing concerns when they occur is the best way to ensure the vision, mission, and goals of Rutherford Cable move forward.

Steps within the Ombuds Program:

Step 1: Confidential email or call to Rutherford Cable Legal Advisor (Ombuds Intake & Resolution Communication) or an issue is referred to the Legal Advisor (Ombuds Intake & Resolution Communication) for a concern made as part of the Whistleblower Policy via the open-door process.

- I. Member provides details of the concerns via email or call to Legal Advisor (Ombuds Intake & Resolution Communication) or Legal Advisor (Ombuds Intake & Resolution Communication) reaches out to member to follow up on Whistleblower Policy concern.
- II. Legal Advisor (Ombuds Intake & Resolution Communication) reviews and has follow up discussion with the member to gain additional insights and potential people who may have witnessed the concern.
- III. Legal Advisor (Ombuds Intake & Resolution Communication) sends a written summary of the concern to the member to confirm that the concern is summarized accurately.
- IV. Legal Advisor (Ombuds Intake & Resolution Communication) removes any identifying information from the concern (unless the member agrees to share identifying information) and sends the summary to the Ombuds Committee. Note: The ability of the Ombuds Committee to investigate a concern may be impacted by the extent of the confidentiality request.

Step 2: Ombuds Committee reviews and investigates the concern

- I. Ombuds Committee members include: HR Advisor, President-Elect, Governance Director, and two at-large members. The at-large members will be selected by the Ombuds Committee and must be members in good standing (dues paid), have been members for a least two years, and not be a board or committee member.
- II. Should the concern involve a violation of the law or a regulation, the Ombuds Committee will consult with outside counsel.



- III. Should the concern involve an Ombuds Committee member, the member will recuse themselves from the investigation and resolution.
- IV. Committee will enlist the assistance of additional board members or committee chairs if the concern involves their specific area of responsibility. For example, if a concern is raised related to diversity and inclusion, the Ombuds Committee will enlist the assistance of the D&I Director to help investigate and resolve the concern.
- V. Committee meets (virtually and/or in person) to review and investigate the concern.
- VI. Committee interviews potential witnesses, including the subject of the complaint, if possible.
- VII. Committee develops plan to address the concern and sends recommendations to resolve the concern to the Legal Advisor (Ombuds Intake & Resolution Communication).

Step 3: Communication

- I. Legal Advisor (Ombuds Intake & Resolution Communication) communicates resolution plan to member. If the concern was referred to the Ombuds Committee by the board member under the Whistleblower Policy, the referring board member will also receive a copy of the resolution plan.
- II. HR Advisor addresses concerns with involved member or visitor to ensure understand and steps to address the concern.
- III. Ombuds Committee does follow up with both parties after 30 and 60 days to ensure concerns have been resolved.
- IV. A summary of the Ombuds Program issues and concerns will be shared with the board each month.

RUTHERFORD Cable Ombuds Program

Goal: To create a confidential process to address potential issues relating to comments, concerns, or behaviors made by members/visitors during a Rutherford Cable event and to address investigations related to Whistleblower Policy complaints.

Concern raised by member under the **WHISTLEBLOWER POLICY** to President or Board member (Legal—violation of laws, regulations, policies)

• President or board member refers concern to Ombuds Program-Legal Advisor

Confidential email/text to Legal Advisor (Ombuds Intake & Resolution Communication) or issue is referred by board member via the Whistleblower Policy Open Door process

- Member provides details of concerns via email or call to Legal Advisor (Ombuds Intake & Resolution Communication) or issue is referred from board member via the Whistleblower Policy Open Door process.
- Board policies & Ombuds program information are posted on Rutherford Cable's website, under About Us, and will include current contact info for Legal Advisor (Ombuds Intake & Resolution Communication).
- Legal Advisor (Ombuds Intake & Resolution Communication) reviews and his follow up discussion with member to gain additional insights and potential people who addressed concern.
- Legal Advisor (Ombuds Intake & Resolution Communication) sends written summary of concern to member to confirm that the concern is accurately summarized.
- Legal Advisor (Ombuds Intake & Resolution Communication) removes any identifying information from the concern (unless member agrees to share identifying info) and sends summary to Ombuds committee.
- Note, the ability of the Ombuds Committee to investigate may be impacted by the extent of the confidentiality requested.

Ombuds Committee Review & Investigation

- Committee members: Hill Advisor, President-Elect, Governance Director, & two members-at-large. The members-at-large are selected by the Ombuds Committee and must be members in good standing (been paid and active), have been a member for at least 2 years, and not be on the board or a committee member.
- Should the concern involve a violation of the law or a regulation, the Ombuds Committee will consult with outside counsel.
- Should the concern involve an Ombuds Committee member, the member will recuse themselves from the investigation and resolution.
- Committee will enlist the assistance of additional board directors/committee chairs if concern involves their specific area of responsibility & expertise.
- Committee meets (virtually or in person) to review and investigate concern.
- Committee interviews potential witnesses when possible.
- Committee develops plan to address concern and sends recommendations to resolve concerns to the Legal Advisor (Ombuds Intake & Resolution Communication).

Resolution & Communication

- Legal Advisor (Ombuds Intake & Resolution Communication) communicates resolution plan to member.
- Hill Advisor addresses concern with involved member/visitor to ensure understanding and steps to address concern.
- Ombuds Committee does follow up with both parties after 30 and 60 days to ensure concerns are resolved.
- A summary of the Ombuds Program issues and concerns will be shared with the board monthly.

Final Approved by BOD 7.21.22 with minor edits approved by Exec Committee 8.24.22 — Full Policy is posted on RUTHERFORD Cable website under Board & Bylaws.



RUTHERFORD Cable DOCUMENT RETENTION POLICY

The records of RUTHERFORD Cable are important assets. Records include essentially all records produced by RUTHERFORD Cable or on its behalf, whether paper or electronic. A record may be as obvious as a memorandum, an e-mail, a contract or a case study, or something not as obvious, such as a computerized desk calendar, an appointment book, or an expense record.

The law requires RUTHERFORD Cable to maintain certain types of corporate records, usually for a specified period of time. Failure to retain those records for those minimum periods could subject RUTHERFORD Cable to penalties and fines, cause the loss of rights, obstruct justice, spoil potential evidence in a lawsuit, place RUTHERFORD Cable in contempt of court, or seriously disadvantage RUTHERFORD Cable in litigation.

The Board of Directors expects all directors, officers, employees, and representatives of RUTHERFORD Cable to fully comply with any published records retention or destruction policies and schedules. Notwithstanding the foregoing, if you believe, or if RUTHERFORD Cable informs you that records are relevant to litigation or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until the board of directors determines, after consultation with legal counsel, that the records are no longer needed. That exception superseded any previously or subsequently established destruction schedule for those records. If you believe that exception may apply, or have any question regarding applicability of that exception, please contact the President of RUTHERFORD Cable.

From time-to-time RUTHERFORD Cable establishes retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that bear special consideration are identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention identified above, as well as any other pertinent factors.

- (a) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of deductions, business costs, accounting procedures, and other documents concerning RUTHERFORD Cable's revenues. Tax records should be retained for at least six years from the date of filing the applicable return.
- (b) Employment records/Personnel Records. State and federal statutes require RUTHERFORD Cable to keep certain recruitment, employment and personnel information. RUTHERFORD Cable should also keep personnel files that reflect performance reviews and any complaints brought against RUTHERFORD Cable or individual employees under applicable state and federal statutes. RUTHERFORD Cable should also keep all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel in the employee's personnel file. Employment and personnel records should be retained for six years.
- (c) Board and board committee materials. Meeting minutes should be retained in perpetuity in RUTHERFORD Cable's minute book. A clean copy of all board and



- board committee materials should be kept for no less than three years by RUTHERFORD Cable.
- (d) Press release/ public filings. RUTHERFORD Cable should retain permanent copies of all press releases and publicly filed documents under the theory that RUTHERFORD Cable should have its own copy to test the accuracy of any document a member of the public can theoretically produce against RUTHERFORD Cable.
 - (e) Legal files. Legal counsel should be consulted to determine retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
 - (f) Marketing and Sales Documents. RUTHERFORD Cable should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
 - (g) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to RUTHERFORD Cable and are protected as a trade secret where RUTHERFORD Cable:
 - a. derives independent economic value from the secrecy of the information.
 - b. RUTHERFORD Cable has taken affirmative steps to keep the information confidential.
 - c. RUTHERFORD Cable should keep all documents designated as containing trade secret information for at least the life of the trade secret.
 - (h) Contracts. Final, executed copies of all contracts entered into by RUTHERFORD Cable should be retained. RUTHERFORD Cable should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
 - (i) Electronic Mail. E-mail that needs to be saved should either:
 - a. be printed in hard copy and kept in the appropriate file; or
 - b. downloaded to a computer file and kept electronically or on a disk in a separate file.
 - c. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Failure to comply with this document retention policy may result in punitive action against the director, officer, employee, or representatives, including suspension or termination. Questions about this policy should be referred to the current RUTHERFORD Cable treasurer, who is in charge of administering, enforcing, and updating this policy.