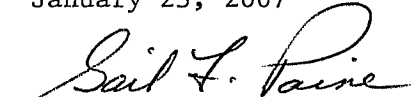


NEW HAMPSHIRE ELECTRIC COOPERATIVE, INC.
BOARD OF DIRECTORS
Board Policy No. B-31

TITLE: Code of Conduct

ORIGINATION DATE: January 23, 2007

AUTHORIZED:


Secretary, Board of Directors

I GOALS

- A. To establish a code of conduct to guide Directors in performing their duties.

II GUIDING PRINCIPLES

- A. Directors agree that by their example both within the Board and publicly that they will strive to achieve a positive public perception of NHEC and the Board.
- B. Directors value an effective Cooperative team and agree to prepare for all meetings and to support the Board process with commitments of time, attention and courtesy.
- C. Directors understand the impact that their comments and decisions can have on colleagues, staff, members, and the community and will act accordingly.
- D. Directors value the judgment, views and factual observations of all Directors and will allow ample opportunity for every Director to be heard on any matter under Board consideration and will listen carefully to the input from other Directors.
- E. Directors should strive to be open-minded and keep disagreements on single issues from carrying over into other issues.
- F. Directors should work to understand and respect the concerns and interests of members, employees, and other Directors.

III POLICY

- A. By choosing to serve, Directors acknowledge and agree that no Director has any authority whatsoever to represent the Board or NHEC apart from the full Board, or to act on behalf of the Board or NHEC without authorization of the Board.
- B. By choosing to serve, Directors acknowledge and agree that they may not take any Board matter or issue to senior management, employees, any part of the membership or the public for advocacy, straw polling or ratification without the advance authorization of the majority of the Board.
- C. By choosing to serve, each Director acknowledges and agrees that while they may disagree with a policy or action adopted by majority vote of the Board, that Directors shall fully support all decisions and actions by the majority.

IV ADHERENCE TO POLICY

The Board Chair will discuss any issue of non-adherence to this policy with the particular Director. Further, by approval of the majority, the Board may take appropriate action.

V RESPONSIBILITY

The Executive Committee is responsible for the annual review of this policy with the Board of Directors.