



BOARD OF TRUSTEES POLICIES

Subject: Board Communications Policy			Policy No.: 152
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PURPOSE

The Board of Trustees recognizes communication plays an essential role in the conduct of its business and the Board should strive to keep the members of Jemez Mountains Electric Cooperative, Inc. (JMEC) well informed of the operations of JMEC. The Board of Trustees recognizes that how Trustees, officers, directors and employees communicate with the members, regulators, representatives of the news media, those with whom we have business relationships and trade associations not only reflects on the Trustees and individual employees, but also on JMEC as an organization. Trustees, officers, directors and employees should engage in communications that promote JMEC, boost its reputation among members, and do not result in unwarranted negative publicity for JMEC. The purpose of this Policy is to ensure that communications on behalf of JMEC to its members, regulators, news media and other stakeholders occur in a manner that is accurate, promotes the interests of JMEC, are not unlawful, do not violate other JMEC Board policies, and are approved by the Executive Committee of the Board.

ACCOUNTABILITY

The Board of Trustees, the President of the Board, the Executive Committee of the Board, and the General Manger are accountable for ensuring implementation of and adherence to this policy.

SCOPE

This policy applies to all communications made by Trustees, officers, directors, and employees of JMEC regarding the operations of JMEC and the official actions of the Board of Trustees, the official position of JMEC, and activities undertaken by JMEC as approved by the Board.

POLICY

It is the objective of JMEC to:

- a. Utilize its resources in the most effective and efficient manner to engage in communications with its members, regulators, representatives of the media, and other stakeholders when appropriate to provide accurate information about JMEC and respond to inquiries in a manner consistent with this and other Board policies.
- b. Advance the interest of JMEC and its mission to provide electric service to its members and customers by communicating openly and accurately using accurate and consistent information with its members, customers, and stakeholders, including the media.
- c. Identify the specific persons who are authorized to respond on behalf of JMEC to inquiries from members, regulators, representatives of the new media, and other stakeholders and provide procedures for doing so; apart from communications related to emergency and outage events on JMEC’s electric service distribution system.
- d. Require that prior to responding to any inquiry involving any threat of litigation or pending litigation, or a regulatory matter or investigation, or any allegation of wrongdoing by JMEC, one of its Trustees, or any employee of JMEC, engage outside legal counsel to aid in the development of any communication by the President of the Board, the Executive Committee of the Board or the General Manager.
- e. Nothing in this Communications Policy is intended to change or inhibit the manner in which JMEC communicates and provides notices to its members and customers regarding electric service outages or emergency events within JMEC’s service territory. Nothing in this Communications Policy is intended to inhibit or override other Board policies including, but not limited to, Policy No. 102, Trustees Code of Conduct; Policy No. 103, Roles and Responsibilities of the Board of Trustees; Policy No. 107, Confidential Information; and Policy No. 136, Member Access to Cooperative’s Financial and Management Information.

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1. Communication Authorization Required

All communications made by Trustees of JMEC, its officers, directors, and employees of JMEC regarding the official actions of the Board of Trustees, the official position of JMEC, and the operations or activities undertaken by JMEC shall be those communications approved by the full Board or the Executive Committee of the Board. Any other unauthorized communications by individual Trustees, officers, directors or employees of JMEC shall be considered to violate this policy. Such unauthorized communications shall be evaluated to determine if such communications also violated other applicable JMEC Board policies.

2. Communications Established by the Board

All communications made by Trustees of JMEC, its officers, directors, and employees of JMEC setting out the official actions of the Board of Trustees, the official position of JMEC, and the operations or activities undertaken by JMEC shall be established and approved by the full Board or the Executive Committee of the Board, as appropriate under the circumstances. The point of contact for authorized communications with the media shall be the President of the Board or the General Manager, as may be delegated by the President of the Board. Unless otherwise approved by the full Board, no other Trustee, officer, director or employee of JMEC shall be authorized to communicate JMEC's official position or actions or activities to the media. Any unapproved communication made by any Trustee, officers, directors, or employee of JMEC shall be considered a violation of this policy.

3. Communications Procedures


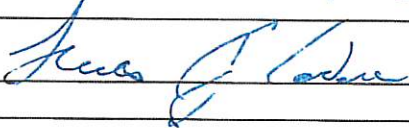
All media inquiries and all inquiries received from members, regulators or other stakeholders, shall be directed to and initially addressed by the General Manager of JMEC after consultation with the Executive Committee of the Board. The General Manger shall comply will all applicable JMEC Board policies when responding to the inquiry. To the extent that the General Manger determines that additional JMEC personnel with expertise or experience in the specific field of inquiry, or outside counsel with respect to a specific litigation matter or regulatory case, are necessary to respond to the inquiry, the General Manager will be authorized seek the input of these additional JMEC personnel or outside counsel in order to adequately and accurately respond to the inquiry.

To the extent the Executive Committee of the Board deems it appropriate to bring the inquiry to the attention of the full Board for consideration and action, the President of the Board shall bring the inquiry to the full Board under appropriate confidentiality protections, including privileged documents and proprietary information, to the extent necessary.

All press releases and promotional materials for JMEC shall be approved by the Executive Committee of the Board prior to dissemination, unless authority to approve such materials is otherwise delegated to the General Manager.

4. Enforcement

If the rules and procedures set out in this Board Policy and other applicable Board Policies as identified above are not adhered to, then the Board may take action against any such Trustee, officer, director or employee that violates this communications policy, including disciplinary action, consistent with the Bylaws, Board policies and Employee Code of Conduct policies. Each breach of this Board Policy may lead to disciplinary action being taken against the offending Trustee, officer, director or employee, and continued or serious breaches may lead to dismissal of any offending employee.

	Chairman of the Board	Date: <u>8/30/19</u>
	Policy Committee Chair	Date: <u>8-30-19</u>