

CONFLICT OF INTEREST POLICY

It is the duty of each member of NTCA–The Rural Broadband Association (NTCA or association) Board of Directors to promote the best interest of the members of NTCA, and not to advance his or her personal interests. Not all conflicts of interest are necessarily prohibited or harmful to NTCA. This conflict of interest policy is intended to permit NTCA and its Board members to identify, evaluate, and address any real, potential, or apparent conflicts of interests that might, in fact or in appearance, call into question their duty of care, loyalty and candor to NTCA.

1. Covered Persons

This policy applies to all members of NTCA’s Board of Directors and any other person who may regularly exercise general authority to make administrative or policy decisions on behalf of the association, including NTCA’s CEO (covered persons). Each covered person shall be required to acknowledge, not less than annually, that he or she has read and is in compliance with this policy.

2. Covered Transactions

This policy applies to all transactions between NTCA and a covered person, or between NTCA and another party with which a covered person has a significant relationship (covered transactions). A covered person is considered to have a significant relationship with another party if : (a) the other party is a member of the covered person’s household or is related by blood or by marriage (family member); (b) the other party is an entity in which the covered person and/or family member has, directly or indirectly, more than a ten percent (10%) combined voting power, ownership, profit, or beneficial interest; or (c) the covered person and/or a family member is an officer, director, trustee, fiduciary, partner or employee of the other party. A covered transaction also includes any other transaction in which there may be a conflict of interest.

3. Disclosure, Refrain from Influence and Recusal

Full disclosure of all actual and potential conflicts to the NTCA’s Board of Directors’ Executive Committee members is required. When a covered person becomes aware of a proposed covered transaction, he or she has a duty to take the following actions:

- (a) promptly disclose the existence and circumstances of such covered transaction to the NTCA Board of Directors’ Executive Committee members in writing through an annual disclosure form and/or whenever a conflict arises;
- (b) refrain from using his or her personal influence to encourage NTCA to enter into the covered transaction;
- (c) remove himself or herself from participation in any discussions regarding the covered transaction with directors, officers and employees of NTCA, whether formal or informal, or at meetings of the Board, except to respond to requests for information; and

- (d) recuse himself or herself from voting on the covered transaction or any matter relating to or affected by it.

4. Standard for Approval of Covered Transactions

The disinterested members of the Executive Committee shall:

- (a) make a determination as to whether a conflict exists and what subsequent action is appropriate (if any);
- (b) Pending such determination, the interested Board member shall be recused from participating in debates and voting both on the subject matter giving rise to the actual or potential conflict as well as any potential resolution or determination regarding the conflict; and
- (c) The Executive Committee shall inform the full NTCA Board of such determination and action (if any); the full NTCA Board shall retain the right to modify or reverse any such determination and action, and shall retain the ultimate enforcement policy with respect to the interpretation and application of this policy.

The Executive Committee and/or the Board, as applicable, shall document the basis for this determination in the minutes of the meeting at which the covered transaction is considered. The minutes shall contain, at a minimum, the following information: (a) terms of the transaction and date approved; (b) members of the Board of Directors who were present and voted; (c) comparability data and the method by which obtained, if applicable; and (d) disclosure and recusal of the director from voting and discussion.

5. Violations of Policy

Any NTCA member company or representative who has reason to believe that this Conflict of Interest Policy has been violated shall report the matter to NTCA's general counsel or president of the Board of Directors. In the event that both the general counsel and president of the Board of Directors are implicated, the individual may report the alleged violation to any Board member not involved in the allegation(s).

6. Acknowledgement of NTCA Membership

It is hereby acknowledged that each director is a member, director/trustee, officer or employee of a company that is a member of NTCA ("Member Company") and that it is a requirement in order to serve on the Board of Directors of NTCA that each director must be a member, director/trustee, officer or employee of a Member Company. No director shall engage in advocacy activities on behalf of NTCA or with the use of NTCA's name that are inconsistent with NTCA's position of record. Subject thereto, nothing in this Conflict of Interest Policy, shall (a) prohibit a member of the Board of Directors from acting or advocating on behalf of and in the best interest of such director's Member Company; (b) require a member of the Board of Directors to act in a manner detrimental to such director's Member Company; or (c) require a director to subrogate any rights,

duties or obligations to such director's Member Company. It is hereby acknowledged and agreed that NTCA benefits from the diversity of the membership of each NTCA Member Company, the diversity of the membership on the Board of Directors of NTCA, and the benefit of candid presentations of different points of view among directors. Furthermore, each director agrees that he or she shall make a clear delineation to other directors, to other NTCA members, and, when applicable, in public forums between positions and actions taken by such director for and on behalf of such director's Member Company and any positions and actions taken for or on behalf of NTCA.