

Section GOV 1.0 Member, Alternate & Advisor Ethics Policy

Approved: 03/18

GOV 1.1 Policy

The Cotton Board requires its Members, Alternates and Advisors to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Cotton Board, Members, Alternates and Advisors should a) practice honesty and integrity in fulfilling their responsibilities, b) comply with all applicable laws and regulations and c) ensure that Cotton Board decisions and actions are based on the best interests of the Cotton Research & Promotion Program (CRPP) and are not influenced by conflicts of interest or other improper considerations.

Professional behavior towards colleagues and Cotton Board staff is an ethical obligation of all Cotton Board Members, Alternates and Advisors.

Members, Alternates, and Advisors should discuss any perceived violations, questions or problems that they may have with these guidelines with the Cotton Board's President/CEO.

GOV 1.2 Legal Compliance

Board Members, Alternates and Advisors shall observe and comply with all laws, rules and regulations of the federal, state and local governments that affect the organization or the CRPP. This specifically includes laws dealing with employment practices, safety, environmental regulation, political involvement, and reports filed with government agencies. All are required to avoid any activities that would involve or lead to the involvement of the Cotton Board in any unlawful practices, and to report to either the Chairman or the President/CEO, any conduct that comes to their attention which violates such rules and principles.

GOV 1.3 Conflicts of Interest

Each Member, Alternate and Advisor of the Cotton Board has a duty to place the interest of the organization foremost in any dealings with or on behalf of the organization. It is understood that the interests of the Cotton Board and the Cotton Research & Promotion Program are one and the same and that such interests, business or otherwise, most often extend to the programs and business activities of Cotton Incorporated.

Each Cotton Board Member, Alternate and Advisor is responsible for disclosing the existence of any financial interest in a business enterprise or transaction which could relate to activities of the Cotton Board and/or Cotton Incorporated and might result in an actual or potential conflict of interest. Including direct or indirect financial interest such as:

- a. ownership or investment interest in any entity with which the Cotton Board/Cotton Incorporated has a transaction, contract, or other arrangement;
- b. a compensation arrangement with the Cotton Board/Cotton Incorporated;
- c. ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Cotton Board/Cotton Incorporated is negotiating a transaction, contract, or other arrangement.

The duty to disclose any actual or possible conflict of interest to the Cotton Board is continuing in nature. Thus, anyone who believes that an actual or potential conflict of interest may arise in connection with a future transaction, contract or arrangement shall immediately report this information to the Cotton Board.

GOV 1.4 Use or Disclosure of Confidential Information

Maintaining confidentiality is a critically important duty, both to our stakeholders and to the organization. Information which is proprietary to the Cotton Board, Cotton Incorporated or the Cotton Research & Promotion Program in general must never be disclosed to persons outside the Cotton Board for any reason whatsoever, or used for any purpose other than as authorized by the Cotton Board in the course of its business or as required by law. Our confidentiality requirement means, among other things, that Members, Alternates and Advisors must:

- a. Refrain from discussing non-public business matters with outside sources;
- b. Take care that faxes, letters and emails are directed to the correct recipient at all times; and,
- c. Not engage or assist in the unauthorized use or disclosure of confidential or privileged information obtained in connection with service as a Member, Alternate or Advisor of the Cotton Board.

The confidentiality obligation is intended to survive any termination or expiration of membership with the Cotton Board.

GOV 1.5 Use of Cotton Board Resources

Members, Alternates and Advisors are authorized to use the Cotton Board’s resources and property solely for the Cotton Board’s benefit, not for personal benefit of any individual. Cotton Board time, facilities, equipment or supplies may not be used for private purposes.

GOV 1.6 Gifts

Members, Alternates and Advisors should not seek or accept moneys, gifts or favors from anyone, seeking to do business with the Cotton Board/Cotton Incorporated, that might influence, or appear to influence, his or her judgment in representing the Cotton Board.

GOV 1.7 Unauthorized Commitments

No Member, Alternate or Advisor of the Board shall have the authority to commit the Board unless such authority has been duly delegated.

GOV 1.8 Acknowledgement

Annually, Members, Alternates and Advisors are required to review this policy and attendant guidelines and disclose any existing or potential conflicts of interest as a condition of their service on the Board.

I have read, understand, and agree to comply with the Cotton Board’s policy concerning ***Member/Alternate/Advisor Ethics***. Except for the matters discussed below, I certify that to the best of my knowledge I am not now violating any of these policies, nor will I do so in the future, nor am I aware of any present violations of these policies.

I am aware of the following matters or situations that are or may be considered a conflict of interest as explained within the Cotton Board’s ***Member/Alternate/Advisor Ethics*** policy (***If you are aware of none, write “None”***). If more space is needed, attach additional pages.):

Print Name

Signature

Date