

American Gas Association Board of Directors Conflict of Interest and Disclosure Policy

In their capacity as directors, the members of the Board of Directors of the American Gas Association (“AGA”) must act at all times in the best interests of AGA. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual or potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below.

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of AGA. In their capacity as Board members, they must subordinate personal, business, third-party, and other interests to the welfare and best interests of AGA.
2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member’s obligations to AGA and the Board member’s personal, business, or other interests.
3. All conflicts of interests are not necessarily prohibited or harmful to AGA. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or AGA Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the AGA Audit Committee shall make an initial determination as to whether a conflict exists and what subsequent action is appropriate (if any). The AGA Audit Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgement form.

January 2007