

CODE OF CONDUCT FOR THE BOARD OF DIRECTORS OF MILKPEP

The Members of the Board of Directors of the Milk Processor Education Program (MilkPEP) acknowledge the scope and extent of our duties as Directors. We have a responsibility to execute our duties in an honest and businesslike manner and within the scope of our authority, as set forth in the laws of the United States, including but not limited to the Fluid Milk Promotion Act of 1990 (7 U.S.C. 6401-6417) and the Fluid Milk Promotion Order (7 CFR Part 1160), all applicable USDA policies and directives, and the Bylaws of MilkPEP. We are entrusted with and responsible for the oversight of the assets and business affairs of MilkPEP in an honest, fair and ethical manner. As Directors, we must act within the bounds of the authority conferred upon us and with the duty to make and enact informed decisions and policies in the best interests of MilkPEP and its stakeholders. The Board of Directors has adopted the following Code of Conduct and our Directors are expected to adhere to the standards of loyalty, good faith and the avoidance of conflict that follow:

Board Members shall:

- Act in the best interests of, and fulfill their fiduciary obligations to, the MilkPEP organization and its stakeholders;
- Conduct themselves in a professional, courteous and respectful manner;
- Not engage in any personal conduct that has the potential to negatively impact MilkPEP;
- Comply with Federal, State and local laws regarding civil rights and equal opportunity;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Disclose potential conflicts of interest which they may have regarding any matters which may come before the Board, and abstain from discussion and voting upon any matter in which the Director has or may have a conflict of interest;
- Make available to and share with fellow Directors information as may be necessary to ensure proper conduct and the sound operation of MilkPEP and of its Board of Directors;
- Respect the confidentiality of information relating to the affairs of the organization acquired through the course of their service as Directors, except when authorized or legally obligated to disclose information;
- Not use MilkPEP time, facilities, equipment, supplies or confidential information for their personal advantage or for the advantage of their companies;
- Not accept money, gifts or any other consideration from anyone or any organization other than MilkPEP in connection with the performance of duties as a board member or from which it reasonably could be inferred that the item was intended to influence the board member;
- Not make unauthorized commitments or promises of any kind purporting to bind MilkPEP; and
- Not give preferential treatment to any private organization or individual.

In the extremely unlikely event that a waiver of this Code for a Director would be in the best interest of the organization, such waiver must be approved by the entire Board of Directors. Directors shall annually sign a confirmation that they have read and will comply with this Code.

Signature

Date: _____

Print Name