



BOARD OF DIRECTOR PLEDGE FOR THE WATER WORKS BOARD OF THE CITY OF BIRMINGHAM

Recognizing the important responsibility, we have undertaken in service as a member of the Board of Directors of The Water Works Board of the City of Birmingham ("BWVB"), we hereby pledge to carry out in a trustworthy and diligent manner the fiduciary duties and obligations in our role as a Director.

Our Role:

We acknowledge that our primary role as a Director is to provide appropriate overall corporate governance to the BWVB including but not limited to: (1) the formulation and adoption of policies; (2) contributing to defining the BWVB's mission and governing the fulfillment of that mission, (3) providing oversight to management; (4) carrying out our fiduciary duties of care, loyalty and obedience and (5) carrying out committee tasks and other functions of membership as described in the BWVB Bylaws.

Our Pledge:

- To place high priority on attendance at all meetings of the BWVB and assigned committees.
- To be prepared to discuss the issues and business addressed at scheduled meetings, having read the agenda and all distributed background material relevant to the topics at hand.
- To show respect for the opinions of our peers on the board of directors and staff who work with the BWVB even if our opinion differs and to leave our personal prejudices out of all board discussions.
- To represent the BWVB in a positive and supportive manner at all times and in all places.
- To observe parliamentary procedures and display courteous conduct in all meetings.
- To refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and prohibit methods that conflict with BWVB policy.
- To avoid conflicts of interest between my position as a Director and my personal or business life, and declare such conflicts if they arise, refraining from voting on matters in which I have a conflict.
- To support in a positive manner all actions approved by the Board of Directors even when I am in a minority position on such actions.
- To agree to serve on at least one committee, attend all meetings and participate in the accomplishment of its objectives.
- If I chair the board or a committee, I will:
 - Call meetings as necessary until objectives are met.
 - Ensure that the agenda and support materials are distributed to all members.
 - Conduct the meetings in an orderly, fair, open and efficient manner.
 - Make committee progress reports or minutes available to the entire board of directors at its scheduled meetings.

Our Commitment:

We understand that as a member of the Board of Directors of the BWWB, we have a legal and ethical responsibility to ensure that the BWWB does the best work possible in pursuit of its corporate purpose. We believe in the purpose and the mission of the BWWB, and we will act responsibly, prudently and ethically. As part of our responsibilities as a Director:

1. We will attend all appropriate training for Directors.
2. We will excuse ourselves from discussions and votes where we have a conflict of interest and not use our service as a Director for our own personal or business gain or advantage.
3. We will stay informed about what is going on in the BWWB. We will ask questions and request information that we believe is needed to fulfill our responsibility for making decisions on issues, policies, and other matters. We will not stay silent if we have questions or concerns.
4. We will work in good faith with the General Manager, Assistant General Managers, legal counsel and other board members as partners toward achieving the goals of the BWWB and approach all issues with an open mind.
5. We will do nothing to violate the trust of those we serve.
6. If we do not fulfill these commitments to the organization, we will expect the Chairperson to call us and discuss these responsibilities with us.
7. We will receive timely financial reports and updates of BWWB activities that allow us to meet the "prudent person" standards of the law.
8. Opportunities will be offered to us to discuss with the General Manager, Assistant General Managers and legal counsel the BWWB's programs, goals, activities, and status; additionally, we can request such opportunities.
9. The BWWB will help us perform our duties by keeping us informed about issues in the water industry and field in which we are working and by offering us opportunities for professional development as a Director.
10. Directors and staff will respond in a straightforward fashion to questions that we feel are necessary to carry out our fiscal, legal, and moral responsibilities to the BWWB.
11. Directors and staff will work in good faith with us toward achievement of the goals of the BWWB.

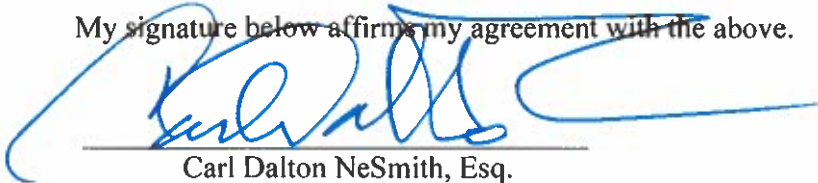
Conflict of Interest Policy:

- ***Gifts and gratuities:*** Directors are not to accept gifts, gratuities, free trips, personal property or any other item of value from any outside person or organization as an inducement to do business or provide services.
- ***Outside business or professional interests:*** Directors may not profit financially in their outside employment or business interests from their association with the BWWB. Directors must disclose any conflict of interest involving any issue before the board of directors and abstain from discussion or voting on this issue.
- ***Personal beliefs:*** We recognize that Directors hold a wide range of personal beliefs, including varied political, ideological, or religious values, as well as outside commitments. These beliefs, values and commitments are a conflict of interest if they prevent Directors from carrying out their duties, or if Directors attempt to use the BWWB's time and facilities

for furthering them, or if Directors attempt to persuade others to their personal beliefs after being asked to stop.

- **Abuse of the Directors relationship:** We believe that Directors should not abuse their membership by using the BWWB's staff, services, equipment, materials or property for their personal or business gain.
- **State Ethics Law:** In addition to these conflict-of-interest pledges, we will comply with the Alabama State Ethics Law.

My signature below affirms my agreement with the above.



Carl Dalton NeSmith, Esq.
Assistant Secretary-Treasurer

Date: 4-17-23