

## Antitrust Policy

Policy Name	WEF Antitrust Policy
Policy Category	Legal
Policy Number	2020-001
Policy Origination and Review Dates	April, 2020
Requirements	No legal requirements
Review Cycle	4 year
Legal Review Needed	Yes

### A. General Policy Statement

Antitrust laws promote and protect business competition and prohibit activities between competitors in restraint of trade. Such laws extend to not-for-profit associations, such as WEF, which bring competitors together for the exchange of information. WEF trustees, members, and staff must be attuned to the potential for situations, discussions, or information exchanges that could give rise to antitrust allegations or the appearance of antitrust behavior.

Water Environment Federation (WEF) policy is to comply with all applicable antitrust laws and WEF trustees, members, and staff must abide by this policy when participating in WEF activities. Under no circumstances will WEF directly or indirectly be involved in conduct that leads to or implies an agreement among its members that would restrain trade and/or otherwise violate antitrust laws. Any conduct by WEF trustees, members or staff that is contrary to the antitrust laws and WEF's policy is subject to appropriate disciplinary action.

Violations of the antitrust laws can have serious consequences for WEF and its trustees, members and staff including, but not limited to, damage suits, criminal fines and penalties, imprisonment, and damage to reputations for WEF and those involved.

### B. Prohibited Conduct

Antitrust laws apply to all competitors, business rivals that sell products or services to the same customers in the marketplace. As a result, WEF (the organization) may have competitors (e.g. AWWA), and WEF's members also may have competitors (e.g. consultant vs consultant, manufacturer vs manufacturer]. To comply with antitrust laws, WEF may not engage in prohibited conduct, or knowingly provide a forum for its member competitors to engage in prohibited conduct, including at formal WEF meetings, on conference calls, in correspondence, or through informal contact with other WEF members. Specifically, WEF trustees, members, and staff must not, as individuals or as a group, participate in the following illegal violations:

- Agreements on prices or pricing policy with, or in the presence of, a direct competitor
- Accept or solicit a price list or written information on prices or pricing directly from a competitor (except when purchasing services of a competitor)
- Agreements on dividing or allocating territories or customers with a competitor
- Agreements to standardize, limit or restrict a product or service with a competitor
- Attempt to coerce a distributor to maintain certain resale prices
- Agreements with a competitor(s) to boycott or refuse to deal with certain customers or vendors

Several additional areas may or may not be illegal depending on the circumstances and could undergo a “rule of reason” analysis in a court of law. It is important that conduct in the following areas is conducted properly, with the assistance of counsel, as needed:

- Membership decisions (inclusion, exclusion, termination of);
- Industry-wide surveys, data collection, statistical gathering and similar activities; and,
- Standardization and certification programs.

### **C. Antitrust Meeting Guidelines**

Adherence to the following guidelines will help ensure compliance with antitrust laws.

1. Each formal WEF meeting (Board, HOD, CLC, committee, task force or work group, etc.) should include a written or verbal reminder to all attendees about WEF’s Antitrust Policy.
2. Discussions during formal WEF meetings should relate solely to the legitimate purpose of WEF. Formal meetings should be held only if there are proper matters to be discussed which justify the meeting. Care should be taken to avoid competitively sensitive topics that might result in prohibited conduct.
3. To avoid the perception that formal WEF meetings could violate this Antitrust Policy, good meeting practices should be exercised, including:
  - Distributing an agenda in advance to each attendee and following the agreed upon agenda. In general, subjects not included on the agenda should not be considered at the meeting.
  - Preparation of minutes that accurately report what actions, if any, were taken in the meeting.
  - Avoiding unscheduled, informal, or secret meetings held in conjunction with formal meetings. Such meetings seriously jeopardize legitimate WEF activities and create a substantial risk of investigation.
4. A WEF staff member should attend all formal WEF meetings. If staff are not able to attend a meeting, the meeting chair will serve as contact for any antitrust concerns. Members should check with WEF staff or the meeting chair if there is any doubt about the propriety of a subject for discussion during the meeting.
5. If a subject of doubtful legality is brought up at a formal meeting, the person leading the discussion should be told immediately that the subject is not a proper one for discussion

and the discussion should be halted. Should the discussion continue, despite protest, it is advisable that attendees leave the meeting.

6. WEF legal counsel should participate in meetings where there is potential for discussion of legally sensitive subjects. Members should cooperate with legal counsel in all matters, particularly when counsel has ruled adversely about a particular activity.
7. During informal gatherings of trustees, members and/or staff, participants are expected to comply with the Antitrust Policy and avoid competitively sensitive topics that might result in prohibited conduct as outlined earlier in this policy.