

BOARD OF DIRECTORS POLICIES

Effective Date: January 12, 1999

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Policy No: PBD-012

Adopted: January 12, 2016

SUBJECT: C-TRAN Code of Ethics

1. DECLARATION OF POLICY

It is essential to the proper administration and operation of the Clark County C-TRAN Public Transportation Benefit Area (C-TRAN) that its Board of Directors and employees, be and give the appearance of being, independent and impartial, that service to and employment by C-TRAN not be used for personal benefit, and the public have confidence in the integrity of C-TRAN as a public agency. In recognition of these goals, C-TRAN has adopted this Code of Ethics, which is applicable to all members of the Board of Directors, as defined herein. Employees of C-TRAN pledge to abide by the Code of Ethics detailed in the C-TRAN Employee Handbook.

The purpose of this Code is to establish standards of ethical conduct applicable to C-TRAN Board Members in the discharge of their duties by prescribing essential restrictions against conflict of interest and other conduct not consistent with good ethical practices, while not creating unnecessary barriers to public service. To that end, Board Members should not be denied the opportunity available to all other citizens to acquire and maintain private economic interests, except in circumstances in which a conflict of interest would reasonably result.

It is required that all Board Members comply with the law and all other applicable rules and regulations governing the conduct of public officials. The standards in this Code shall not preclude other more stringent standards required by law. Nothing in the Code of Ethics shall be construed to limit full compliance with applicable federal and state laws and applicable rules and regulations governing the conduct of public officials now existing or hereinafter enacted.

2. AVOIDANCE OF THE APPEARANCE OF IMPROPRIETY

All members of the C-TRAN Board of Directors should conduct their official duties with integrity and impartiality and in a manner that avoids even the appearance of impropriety or a conflict of interest between public duties and private interests.

No Board Member shall, by their conduct or participation in activities, give reasonable basis for the impression that any person can improperly influence the Board Member or unduly enjoy the Board Member's favor in the performance of official C-TRAN actions, or that the Board Member is affected in the performance of the official act or actions by the kinship, rank, or association with any person.

3. STANDARDS OF CONDUCT

3.1 Mission Statement

C-TRAN Board Members, while engaging in lawful discourse and conduct in their statutory and fiduciary role as C-TRAN Board Members, will uphold C-TRAN's mission statement while performing their other public duties and responsibilities, comply with all laws and regulations, and adhere to applicable C-TRAN policies and procedures. Board Members and employees will at all times treat each other and the public with respect and dignity.

3.2 Fiduciary Duty

C-TRAN Board Members shall, at all times in the performance of their public duties as C-TRAN Board Members, owe a fiduciary duty to C-TRAN.

3.3 Conflicts of Interests

No C-TRAN Board Member shall engage in any business or personal transaction, or have a financial or personal interest, direct or indirect, which is incompatible with the proper discharge of the Board Member's official duties in the public interest, or which would tend to impair the Board Member's independence of judgment or action in the performance of official duties, without first making a public disclosure thereof and then abstaining from voting thereon or from making a decision related thereto. Personal, as distinguished from financial interest, includes an interest arising from blood or marriage or domestic partner relationships, or close business or political association.

3.4 Disclosure of Confidential Information

No C-TRAN Board Member shall disclose or use, without appropriate authorization, any information acquired in the course of official C-TRAN duties that is confidential because of statutory provisions, or which has been clearly designated as confidential, when such confidential designation is warranted, because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to conducting C-TRAN business.

3.5 Procurement

No C-TRAN Board Member shall take Action, as defined in RCW 42.30.020, on the letting or award of a C-TRAN contract for the procurement of goods and services, or the subsequent supervision or evaluation of the performance thereof, in a manner inconsistent with RCW 42.23.030, or if the Board Member received one or more campaigns contributions (a) that

in the aggregate exceed \$100 from an individual contributor who is a bidder for the contract or (b) that in the aggregate exceed \$500 from a group of contributors who are related to a bidder for the contract. For the purposes of this prohibition, an "individual contributor who is a bidder for the contract" includes any individual, corporation, company, firm, partnership, association or other person or entity making a contribution who is the bidder of the contract or who is a partner, officer, or employee, of such bidder. For the purposes of this prohibition, a "group of contributors who are related to a bidder for the contract" is any group consisting of individuals who make contributions and who are partners, officers, or employees, or any combination thereof, of a bidder.

3.6 Gifts, Favors, and Other Things of Value

No C-TRAN Board Member shall use their position to secure anything of value or the offer or promise of anything of value that is of such character as to manifest a substantial and improper influence on the Board Member with respect to execution of duties. Nor may a Board Member receive, accept, take, seek, or solicit, directly or indirectly, any thing of economic value as a gift, gratuity, or favor from a person if it could be reasonably expected that the gift, gratuity, or favor would influence the vote, action, or judgment of the officer or employee, or be considered as part of a reward for action or inaction.

3.7 Incompatible Employment

No Board Member shall engage in or accept private employment or render service for private interests when such employment or service is incompatible with the proper discharge of official C-TRAN duties. No Board Member shall represent private interests in any action or proceedings against the interest of C-TRAN. No present or former Board Member shall during his/her service to C-TRAN or 12 months thereafter, represent a client or act in a representative capacity for any person on any matter in which the Board Member personally participated as a C-TRAN official.

3.8 Nepotism

No Board Member with the authority to directly appoint or hire C-TRAN personnel, whether such an authority is granted by statute or delegated by the Board to the Executive Director/CEO, shall exercise that authority in favor of persons in the immediate family of any C-TRAN Board Member. In order to avoid even the appearance of nepotism, no Board Member shall conduct a performance evaluation of, or participate in disciplinary action for, a member of the Board Member's immediate family.

This provision does not apply to those persons appointed through competitive examination. This provision shall not prevent the retention or advancement of any person who has been continuously employed with C-TRAN prior to the appointment of the Board Member, provided that the Board Member related to the employee shall not participate in any deliberation, voting, or appointment process regarding the employee.

4. VIOLATION OF THE CODE OF ETHICS AND INQUIRIES

Any person may initiate an Inquiry regarding a potential or actual violation of any section of the Code of Ethics, with respect to a Board Member.

An "Inquiry" will be based on information, documentation, or evidence of such alleged violation provided in writing to the C-TRAN General Counsel. For the purposes of this section, "General Counsel" means a counsel appointed by the Board to oversee the legal affairs of C-TRAN and any and all of his/her assistants. Upon receipt of this inquiry, General Counsel shall determine whether the facts alleged merit referral to the voting members of the C-TRAN Board for further consideration. If General Counsel determines that further consideration is required or desired, the voting members of the C-TRAN Board shall, at its next regularly scheduled meeting, establish an Ethics Committee to address the Inquiry.

The Ethics committee shall consist of three voting Board Members one each representing the City of Vancouver, Clark County, and the small cities and advised by General Counsel or other outside counsel if General Counsel or the Ethics Committee deems appropriate. General Counsel or such other counsel shall keep the Executive Director informed as to the status of the Inquiry. The Clerk of the Board may serve as staff liaison. The Board Member who is the subject of the inquiry will not serve on the Ethics Committee for the purposes of the review. The Ethics Committee may seek the opinion of an outside expert and/or General Counsel in evaluating inquiries. Upon completion of its review, the Ethics Committee shall issue a report with findings and an advisory opinion to the voting members of the Board for its review and consideration. The advisory opinion shall be based on a majority vote of the Ethics Committee members.

If the Board determines that a potential violation exists with respect to a Board Member, then said Board Member must recuse himself or herself from such Board action as would cause a violation. If a Board Member is found by the Board to have knowingly violated the Ethics Policy, the Board Member is subject to official reprimand by vote of a majority of a quorum of the Board and to penalties that may be prescribed by law. The Board will notify the reprimanded Board Member's appointing jurisdiction of the Board's action and the Board may request the jurisdiction remove the reprimanded Board Member from the C-TRAN Board for very serious violations.

Where any state or federal agency or court has also initiated proceedings with respect to any or all of the subject matter of the Inquiry, the Board may cede jurisdiction to such other proceeding with respect to all or a part of the subject matter of the Inquiry as the Board deems appropriate or as may be required by law, rule, or regulation.

Repeat violations by a Board Member will warrant request for removal of the Board Member from the C-TRAN Board.

Notwithstanding the foregoing, this section shall not require the C-TRAN Board to investigate any matters that the Board determines have been resolved in accordance with the procedures set forth herein.

BOARD MEMBERS:

Conor McEnery 01/12/16

Jack Sulman 01/12/16

Jennifer McDermott 01/12/16

GRA 01/12/16

WJH 01/12/16

James E. Steward 01/12/16

Pat [Signature] 01/12/16

John [Signature] 01/12/16

[Signature] 01/12/16

[Signature] 01/12/16

DESIGNATED ALTERNATE BOARD MEMBERS
