

# Ethics Policy



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## **Ethics Policy for Board Members, Officers and Employees of the Central Ohio Transit Authority**

### **1.0 Purpose and Scope**

It is essential to the proper administration and operation of the Central Ohio Transit Authority (hereinafter, "COTA") that its Board of Trustees, Officers and employees be and give the appearance of being independent and impartial; that service to and employment by COTA not be used for private or personal benefit; that all applicable laws, rules and regulations are complied with; and, that the public have confidence in the integrity of COTA as a public authority. Board Members, Officers and employees must, at all times, abide by protections to the public embodied in Ohio's ethics laws, as found in the Ohio Revised Code (O.R.C.) Chapters 102 and 2921, as interpreted by the Ohio Ethics Commission and Ohio courts. Officials and employees must conduct themselves, at all times, in a manner that avoids favoritism, bias and the appearance of impropriety. In recognition of these goals, COTA has adopted this Ethics Policy, which is applicable to all members of the Board of Trustees, Officers and employees of COTA as defined herein.

The purpose of this Ethics Policy is to reiterate standards of ethical conduct contained in the ethics law and related statutes, which are applicable to the COTA Board of Trustees, Officers and employees in the discharge of their official duties and to set forth policy restrictions against conflicts of interest and other conduct not consistent with good ethical practices without creating unnecessary barriers to public service. A general summary of the restraints upon the conduct of the COTA Board of Trustees, Officers and employees includes, but is not limited to, those identified herein.

This Ethics Policy reiterates ethical standards that Board Members, Officers and employees must adhere to in performing public service. While many of the standards contained in this Ethics Policy are legal in nature, we want to conduct ourselves in such a way that even the appearance of unethical behavior is avoided. We must conduct ourselves with integrity at all times.

### **2.0 Legal References**

There are numerous federal and state laws, rules and regulations, which govern the conduct of Board Members, public Officers and employees. It is required that all Board Members, Officers and employees make themselves familiar and comply with the applicable provisions of federal and state laws, rules and regulations, governing the conduct of public officials including, but not limited to, the Ohio Ethics Law (Chapter 102 O.R.C.) and Offenses Against Justice and Public Administration (Chapter 2921 O.R.C.). COTA, as a recipient of federal assistance, has additional terms and conditions governing its conduct including, but not limited to, ethics requirements contained in the Master Agreement issued by the United States Department of Transportation Federal Transit Administration (FTA). Compliance with the Master Agreement and federal laws, rules and regulations is required of all Board Members, Officers and employees. The standards in this Policy shall not preclude other more stringent standards required by law. Nothing in the Ethics Policy shall be construed to limit full compliance with applicable federal and state laws, rules and regulations, governing the conduct of public officials now existing or hereinafter enacted.

Certain sections of this Ethics Policy are derived from provisions of state law governing public officials. References to state statutes are intended to advise COTA personnel of those statutes, which may provide penalties in the event of a violation. References to these statutes are not intended to incorporate them

into this Ethics Policy. The criminal and civil penalties contained in these statutes and procedural and evidentiary standards are considered to be independent of this Ethics Policy. Any penalty imposed under this Ethics Policy is independent of any penalty that may be imposed under federal or state law.

It is further recognized that certain professional employees of COTA, including, but not limited to attorneys, accountants, architects and engineers, are subject to codes of professional conduct as members of their respective professions. Nothing contained herein shall be construed to limit full compliance with those applicable codes of professional conduct to COTA professional employees.

In the event that any standards are more stringent than the COTA Ethics Policy, the Board Members, Officers and employees must comply with the more stringent rule, regulation or law.

### **3.0 Definitions**

As used in this Ethics Policy, the singular includes the plural and the plural includes the singular, words of one gender include the other gender, words in the present tense include the future. The following words or phrases shall be construed to have the following meaning, unless the context otherwise requires.

As used in this Policy:

- A. "Anything of value" means:
  - 1. money, bank bills or notes, United States Treasury notes and other bills, bonds or notes issued by lawful authority and intended to pass and circulate as money;
  - 2. goods and chattels;
  - 3. promissory notes, bills of exchange, orders, drafts, warrants, checks or bonds given for the payment of money;
  - 4. receipts given for the payment of money or other property;
  - 5. rights in action;
  - 6. any interest in realty, including fee simple and partial interests, present and future, contingent or vested interests, beneficial interests, leasehold interests and any other interest in realty;
  - 7. any promise of future employment; and,
  - 8. every other thing of value.
- B. "Beneficial interest" means any ownership by the Board Member, Officer or employee or a member of such person's immediate family or a business the Board Member, Officer or employee is associated with.
- C. "Benefit" means anything regarded as economic gain or economic advantage, including benefit to any other person in whose welfare the beneficiary is interested.

- D. "Board Member" means a member of the COTA Board of Trustees.
- E. "Business" includes, but is not limited to mean, any corporation, partnership, limited liability company, sole proprietorship, firm, enterprise, franchise, association, organization, self-employed individual, consultant, holding company, joint stock company, receivership, trust, labor organization, union or any legal entity organized for profit or non-profit.
- F. "Compensation" means money, thing of value or financial benefit. It also means payment, in any form, of real or personal property conferred on or received by a person to whom this Ethics Policy is applicable, in return for services rendered or to be rendered by that person or another. Compensation does not include reimbursement for actual and necessary expenses incurred in the performance of official duties.
- G. "Confidential information" means any information concerning COTA that is not a matter of public knowledge, exempt from public inspection and copying and legally required to be kept confidential by COTA.
- H. "Contract" means any agreement with COTA expressed or implied, executed or executory, oral or written, for the purchase or acquisition of property or services by or for the use of COTA or any agreement for the design, construction, alteration, repair or maintenance of any COTA property or property interest.
- I. "COTA" means the Central Ohio Transit Authority.
- J. "Employee" means any person holding a supervisory, managerial, administrative, represented or professional position in the service of COTA. Employee shall also mean any other person employed by COTA whom the Board or President/CEO determines shall be subject to this Ethics Policy. "Employee" does not include Officers or employees of independent contractors used by COTA.
- K. "Employment" means rendering of service for compensation.
- L. "Gift" means a voluntary transfer of real or personal property of any kind, or the voluntary rendition of services of any kind without consideration of equal or greater value, but not including the following, provided that any of the following do not appear to obligate the recipient to provide some form of remuneration and except where the following are prohibited by law:
  - 1. any symbolic presentation, the nature of which is not to financially benefit the recipient;
  - 2. any reasonable hosting, including travel expenses, entertainment, meals or refreshments furnished in connection with appearances, ceremonies and occasions reasonably relating to official COTA business if furnished by the sponsor of such public event, so long as similar benefits are made available to other similarly situated attendees;

3. relatively inexpensive items of personal property of less than twenty-five dollars (\$25) in annual accumulated value, such as a calendar, box of candy or bouquet of flowers, which are clearly being given as a simple act of human kindness, thoughtfulness and appreciation.
- M. "Immediate family" shall mean grandparents, parents, spouse, children whether dependent or not, grandchildren, brothers and sisters and any person related by blood or marriage or any person residing in the same household.
  - N. "Officer" means any person selected by or from the membership of the Board of Trustees as authorized by COTA Rules and Regulations.
  - O. "Official act or action" means any administrative, appointive or discretionary act of COTA, its Board Members, Officers or employees.
  - P. "Participate" means to take part in official acts or actions or proceedings as a Board Member, Officer or employee through vote, approval, disapproval, decision, recommendation, rendering advice, investigation or failure to act or perform a duty or other substantial exercise of administrative discretion.
  - Q. "Person" means any individual, business, labor organization, representative, fiduciary, trust, or association, whether paid or unpaid, and includes any Board Member, Officer or employee of COTA.
  - R. "Property" means any property, whether real or personal, tangible or intangible and includes currency and commercial paper.

#### **4.0 Avoidance of the Appearance of Impropriety**

Public officials and employees owe a primary duty to the public they serve. They must always act in the best interest of the public and not any special-interest groups or for private gain, either personally or for immediate family. Board Members, Officers and employees must avoid any actions that may be viewed with suspicion or mistrust by the public they serve.

All members of the Board of Trustees, Officers and employees 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, Officer or employee shall, by their conduct or participation in activities outside of their public service, give reasonable basis for the impression that any person can improperly influence them or unduly enjoy their favor in the performance of their official acts or actions, or that they are affected in the performance of their official acts or actions unduly by the kinship, rank or association with any person.

## **5.0 Standards of Conduct**

### **5.1 Conflict of Interests—Disclosure Requirement**

No Board Member, Officer or employee of COTA shall engage in any business or transaction, or have a beneficial interest, direct or indirect, which is incompatible with the proper discharge of their official duties in the public interest, or which would tend to impair their independence of judgment or action in the performance of their official duties.

### **5.2 Disclosure of Confidential Information**

No member of the Board of Trustees, Officer or employee of COTA shall disclose or use, without appropriate authorization, any confidential information acquired by such person in the course of their official duties.

### **5.3 Gifts, Favors and Other Things of Value**

No Board Member, Officer or employee shall use, or authorize the use of, such person's office or employment to secure anything of value or the offer or promise of anything of value that is of such a character as to manifest a substantial and improper influence on that person with respect to that person's duties.

In addition, no Board Member, Officer or employee shall:

- A. solicit, accept, or agree to accept, anything of value that is of such a character as to manifest a substantial and improper influence upon that person with respect to that person's duties;
- B. solicit, accept, or agree to accept, any benefit as consideration for the Board Member's, Officer's or employee's decision, opinion, recommendation, vote or other exercise of discretion as a public official;
- C. solicit, accept, or agree to accept, any benefit as consideration for a violation of a duty imposed by law on the Board Member, Officer or employee;
- D. solicit, accept, or agree to accept, any benefit from a person the Board Member, Officer or employee knows is interested in or likely to become interested in any COTA contract or transaction; and,
- E. use the person's official position, employment, COTA's facilities, equipment or supplies for personal use or to obtain a benefit.

### **5.4 Incompatible Employment**

- A. No Board Member, Officer or employee shall engage in or accept employment or render service for other interests when such employment or service is incompatible with the proper discharge of their official duties, or would tend to impair their independent judgment or action in the performance of their official duties.

- B. No Board Member, Officer or employee shall represent any person in any action or proceedings against the interest of COTA.
- C. No present or former Board Member, Officer or employee shall, during their employment or service with COTA and for twelve months thereafter, represent a client or act in representative capacity for any person on any matter in which they personally participated as a public official or employee through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of legislative or administrative discretion.

### **5.5 Nepotism**

No Board Member, Officer or employee of COTA, with the authority to directly appoint or hire COTA personnel, whether such authority is granted by statute or delegated by the Board, shall exercise that authority in favor of persons in the immediate family of any COTA Board Member or of the Officer or employee exercising such authority.

This provision shall not prevent the retention or advancement of any person who has been continuously employed prior to the appointment of the Board Member, Officer or employee in the immediate family of such person, provided, however, that the Board Member, Officer or employee related to that person shall not participate in any deliberation, voting or appointment process directly related to that person.

No Board Member, Officer or employee shall conduct a performance evaluation of, or participate in disciplinary action for, a member of their immediate family. Any employee shall disclose such a conflict to the President/CEO who will designate an appropriate person to conduct a fair and impartial evaluation or disciplinary action.

### **5.6 Financial Disclosure**

#### **Board Members**

All Board Members shall file an annual financial disclosure statement with the Ohio Ethics Commission on a form consistent with the financial disclosure form published from time to time by the Ethics Commission. Board Members, who may also be elected or appointed officials legally required to file financial disclosure statements with the Ohio Ethics Commission, shall have met their obligations under this section when such disclosure statement has been filed and shall not be required to file a duplicate statement.

#### **Employees**

The President/CEO shall file a financial disclosure statement with the Ohio Ethics Commission in the same manner and under similar circumstances as a Board Member. A copy of which is available from COTA's Vice President of Legal & Government Affairs/General Counsel.

The President/CEO may, from time to time, require other COTA employees to file a financial disclosure statement to avoid the appearance of impropriety. This financial disclosure statement



should be filed on a form consistent with the financial disclosure form published from time to time by the Ethics Commission.

The financial disclosure statement required to be filed by COTA employees, other than the President/CEO, shall be filed in the following manner:

- A. the statement shall be notarized and filed with the Vice President of Legal & Government Affairs/General Counsel no later than April 15 of each year.
- B. the notarized statement shall remain in the Vice President of Legal & Government Affairs/General Counsel's office as a matter of public record for five years.

## **6.0 Ethics Advisory Opinions**

Board Members, Officers or employees seeking interpretation of Ohio law and related statutes, as it applies to specific factual situations, may seek advisory opinions from the Ohio Ethics Commission.

Board Members, Officers or employees seeking interpretation of this Ethics Policy, may seek an opinion from the Vice President of Legal & Government Affairs/General Counsel for COTA. The Vice President of Legal & Government Affairs/General Counsel may submit any such question to the Ohio Ethics Commission for further advice relating to Ohio law and related statutes.

However, the Vice President of Legal & Government Affairs/General Counsel shall under no circumstances owe a professional duty to the individual Board Member, Officer or employee seeking such an opinion. The issuance of advisory opinions shall not establish an attorney-client relationship between the Vice President of Legal & Government Affairs/General Counsel and the COTA Board Member, Officer or employee with regard to the subject matter of the request.

## **7.0 Ethics Education**

Providing ethics education and information is an inherent part of good ethics governance. To that end, COTA will provide or arrange for some form of annual instruction on Ohio's ethics laws to COTA Board members, Officers and employees, including guidance on areas of concern based upon the particular responsibilities or duties of COTA.

## **8.0 Violation of the Ethics Policy**

### **8.1 Reporting Suspected Violation**

Any person who has any information that indicates a Board Member, Officer or employee may have violated provisions of this Policy or Ohio Ethics Law shall provide that information to the Ohio Ethics Commission and Vice President of Legal & Government Affairs/General Counsel or through the COTA Ethics Hotline, as herein established.

If referred to the Ohio Ethics Commission, the Commission may conduct a confidential investigation to determine whether there is misconduct that falls within the jurisdiction of Ohio Ethics Law. The Ohio Ethics Commission may conduct an appropriate investigation and proceed as it is required by law or take any other action it deems appropriate.

If referred to the Vice President of Legal & Government Affairs/General Counsel, the Vice President of Legal & Government Affairs/General Counsel may conduct a confidential investigation to determine whether there is misconduct that falls within the jurisdiction of this Policy or Ohio Ethics Law. If the misconduct falls within the jurisdiction of this Policy, the Vice President of Legal & Government Affairs/General Counsel will report the violation to the President/CEO or the Board. Appropriate action will be taken consistent with COTA policy. If the violation falls within the Ohio Ethics Law the misconduct shall be reported to Ohio's Ethics Commission and the prosecuting authority as appropriate.

If referred to the COTA Ethics Line, the conduct will be reported to the Vice President of Legal & Government Affairs/General Counsel as the Chief Compliance Officer. An investigation will be conducted and appropriate action taken depending upon the violation.

Reporting of any misconduct may be done anonymously. Under no circumstances will any retaliatory action be taken against anyone that reports violations of law, rules and regulations or any part of this Policy. COTA will provide and publish a toll free hotline, which will enable any individual to report any suspected unethical or criminal conduct or raise any issue that may potentially be a violation of this Policy or any law, regulation, policy or procedure which governs the conduct of COTA, its Board Members, Officers, employees, agents or contractors.

## **8.2 Board Members**

The Chair of the Board or other COTA official authorized by the Board may impose such sanctions and penalties against a Board Member who is found to have violated this Policy as may be appropriate. All disciplinary actions shall be consistent with Ohio law.

## **8.3 Officers and Employees**

The President/CEO or other authorized COTA official may impose such sanctions and penalties against an Officer or employee who is found to have violated this Policy as may be appropriate, including official reprimand, suspension or dismissal from employment. All disciplinary action shall be consistent with COTA policies and procedures.

## **8.4 Contractors**

Any business contracting with COTA that offers, confers or agrees to confer any personal benefit as consideration for a Board Member's, Officer's or employee's decision, opinion, recommendation, vote or other exercise of discretion as a public servant or in exchange for the Board Member's, Officer's or employee's having exercised such person's official powers or performed such person's official duties or that participates in the violation of any provision of this Policy may have its existing COTA contracts terminated and may be excluded from future business with COTA for a period of time determined by the COTA Board. These determinations shall be made by the Board or its designee in accordance with procedural requirements governing the suspension and debarment of contractors. All bid documents and contracts issued by COTA shall contain a provision advising prospective bidders and contractors of this section.

## **9.0 Amendments and Periodic Review**

### **9.1 Amendments**

Any amendment or revision to this Policy must be approved by the Board. Consideration of an amendment or revision may be initiated by any Board Member, the President/CEO or the Vice President of Legal & Government Affairs/General Counsel.

### **9.2 Periodic Review**

This Policy will be reviewed annually by the Board and shall remain in full force and effect until modified or amended by the Board.