



Board Members

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**FAIRFIELD COUNTY PORT AUTHORITY
CONFLICTS OF INTEREST AND ETHICS POLICY**

Adopted: March 18, 2015

I. Balance Between Open Meetings Act Obligations and Duties of Confidentiality:

The members of the Board of Directors (Board) of the Fairfield County Port Authority (Port Authority) acknowledge that the Port Authority is a public body and is subject to Ohio's Open Meeting Act. Board members also acknowledge that the Ohio Revised Code provides exceptions to this Act for certain information.

Board members acknowledge that any violation of this policy could cause harm to the Port Authority and the companies it assists. Any Board member who violates this policy shall be subject to termination of his or her Board position.

To ensure compliance with applicable laws and to protect the Port Authority, its officers, directors and staff from potential legal problems regarding conflicts of interest and violation of confidentiality obligations, I agree, as a member of the Port Authority Board, to the following Code of Ethics and policies:

II. Open Meetings Act

As a general rule, public bodies are required to conduct business as a body and only in open session. The law also requires public bodies to give notice of meetings and maintain minutes of its meetings as public records. I agree to abide by the Ohio Open Meetings Act and to refrain from deliberations on official business outside of open meetings, except in those limited situations allowed by law.

III. Confidentiality of Board Discussions and Board Documents

I acknowledge that the Ohio Revised Code provides the following protections for information disclosed in connection with the business of the Port Authority:

Ohio Revised Code Section 121.22(G)(2) allows the Port Authority Board to go into executive

session “To consider the purchase of property for public purposes, or for the sale of property at competitive bidding, if premature disclosure of information would give an unfair competitive or bargaining advantage to a person whose personal, private interest is adverse to the general public interest.”

Ohio Revised Code Section 4582.091 provides that:

“(A) Financial and proprietary information, including trade secrets, submitted by or on behalf of an employer to a port authority or to a nonprofit corporation engaged by contract to provide economic development services for a port authority, in connection with the relocation, location, expansion, improvement, or preservation of the business of that employer is not a public record subject to section 149.43 of the Revised Code. Any other information submitted by such an employer under such circumstances is not a public record subject to section 149.43 of the Revised Code until that employer commits in writing to proceed with the relocation, location, expansion, improvement, or preservation.

(B) Notwithstanding section 121.22 of the Revised Code, the board of directors of a port authority and the board of trustees of a nonprofit corporation described in division (A) of this section, and any committee or subcommittee of either, when considering information that is not a public record under this section, may close any meeting during the consideration of that information pursuant to a vote of a majority of the members present on a motion stating that such information is to be considered. No other matters shall be considered during the closed session.”

Accordingly, I agree to preserve as confidential and to refrain from disclosing any information meeting the above-defined categories unless said disclosure is legally compelled.

IV. Conflicts of Interest

I acknowledge that it is my fiduciary obligation to avoid conflicts of interest and that I may not use a Port Authority opportunity for my or my business’s benefit. A “conflict of interest” is generally defined as a transaction in which, because the individual is, either directly or indirectly, a party to the transaction or possible beneficiary of the transaction, there is or may be a conflict between the individual’s fiduciary obligations to the Port Authority and the individual’s personal or business interests. To avoid potential conflict of interest problems, the Port Authority implements the following procedures:

1. In any transaction involving the Port Authority and Port Authority officer, employee or Board member, and any other entity in which an individual is an officer, director or has or expects or intends to have a financial or other beneficial interest, such individual, prior to any discussion or decision concerning the transaction, shall fully disclose to the the Port Authority Board or the appropriate

committee considering the transaction the material facts of the transaction and the individual's interest or relationship.

2. Upon such disclosure, the individual shall take no further part in the meeting during which time the proposal is considered and voted upon.
3. After receiving such disclosure, prior to approving the transaction, the board or committee must conclude that the transaction is "fair to the Port Authority" and must approve the transaction without the participation or the vote of the interested individual.
4. The interested individual's presence at the meeting may be counted in determining whether a quorum of the Board or committee is present, but that individual shall not vote on the transaction.

V. Participation in Deliberations and Actions

I acknowledge that in any case in which there is a question of my loyalty, conflict of interest, or corporate opportunity raised, I shall not participate in the meeting for the entire time the matter is discussed and voted upon.

I have read and understand the above expectations for the position of Director for the Fairfield County Port Authority and agree to abide by this Code of Ethics and the policies stated herein.

Signature

Date