

COLLECTED BOARD POLICIES
OF THE
BI-STATE DEVELOPMENT AGENCY
OF THE
MISSOURI-ILLINOIS METROPOLITAN DISTRICT

Chapter 60. Code of Conduct

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Section 60.010 Code of Ethics

A. Definitions. As used in this section:

“Gift” shall mean any gratuity, discount, entertainment, hospitality, loan, forbearance, or other tangible or intangible item having monetary value including, but not limited to, cash or money in any form, food and drink, and honoraria for speaking engagements related to or attributable to Agency employment or the official position of the Agency Commissioner, employee and agent, or any other special considerations, services, items, or property.

B. Policy. It is the policy of the Bi-State Development Agency that all Commissioners, employees and agents must be free of any and all obligations to actual or potential suppliers and contractors, and must remain beyond challenge or reproach in all business transactions.

Bi-State Commissioners, employees and agents are expected to avoid potential conflicts of interest and situations that might give the appearance of a conflict of interest. Any violation

of this policy is a conflict of interest and the individual in violation is subject to penalties established by the Agency and applicable federal, state or local laws, statutes or regulations.

C. Gifts. Gifts shall be reported in the Personal Financial Disclosure statement that the Agency Commissioners and President & CEO submit annually to the Deputy Secretary of the Board. The Deputy Secretary of the Board shall retain copies of the reports in the Board's files.

Notwithstanding the foregoing, if the Agency is required by federal or state law, regulation, or contract, to prohibit Agency Commissioners, employees or agents, engaged in the award and administration of contracts supported by federal or state funds, to either solicit or accept gifts, favors or anything of monetary value from contractors, potential contractors, or parties to sub-agreements, then there shall be no exception to the application of this section.

The President & CEO will establish Management Policies and Procedures that govern the acceptance of gifts for all Agency employees. Division Directors may establish policies for the conduct of their division, which are more stringent than the Code of Ethics policy set forth in this Section.

D. Prohibited Conduct. Agency Commissioners, employees, or agents are prohibited from soliciting, suggesting, requesting or recommending to any person, partnership, corporation, or any other entity which does or could provide goods or services to the Agency, the appointment of any person to any office, position or employment. Agency Commissioners, employees, or agents are prohibited from participating, or not participating, in any Board or administrative decision making action in which participation, or lack of participation, by the Commissioner, employee, or agent may result in the Commissioner, employee, or agent receiving a direct or indirect financial gain from the action or inaction, other than the compensation from the Agency provided for the performance of his or her Agency duties. Except as specifically authorized by the Agency, Agency Commissioners, employees, or agents are prohibited from receiving a direct or indirect financial gain from their status as Agency employees. No Agency Commissioner, employee, or agent shall use or disclose confidential information of the Agency in any manner with the intent of receiving a direct or indirect financial gain from the action, other than the compensation from the Agency provided for the performance of his or her Agency duties.

E. Ex Parte Communications. No Agency Commissioner shall knowingly have *ex parte* (from a one-sided or partisan point of view) communications related to contract matters pending before the Board of Commissioners. Any *ex parte* communications, either oral or written, may occur inadvertently. Any Agency Commissioner who receives such a communication, shall immediately prepare a written report concerning the communication and submit it to the Board Chair (or Vice Chair as appropriate). The report shall identify the person or persons who participated in the *ex parte* communication, the circumstances that resulted in the communication, the substance of the communication, and the relationship of the communication to a particular matter at issue before the Board of Commissioners.

F. Conduct of a Commissioner. In the event that conduct of a Commissioner becomes the subject of an alleged violation of the code of ethics, that alleged violation must be communicated in writing to the Board Chair (or Vice Chair as appropriate) as soon as possible. The Board, at a regular or special meeting called for that purpose, may then designate a member of the Board, a Committee of the Board or any other person to review and make a final decision on that allegation and recommendations of remedial action as appropriate. The decision rendered by the member, committee or other person designated by the Board shall be the final decision of the Agency.

G. Conduct of President & CEO. In the event the conduct of the President & CEO becomes the subject of an alleged violation of the Code of Ethics that alleged violation must be communicated in writing to the Board Chair as soon as possible. The Board, at a regular or special meeting called for that purpose, may then designate a member of the Board, a Committee of the Board or another person to investigate and make a final decision on that allegation. The decision rendered by the member, committee or other person designated by the Board is the final decision of the Agency.

H. Conduct of an Employee. The President & CEO shall establish a management procedure regarding allegations of violations of the Code of Ethics, which will provide guidelines for all Agency employees

I. Conflicts with Other Provisions. Nothing in this policy, however, amends, modifies or replaces conflict of interest prohibitions imposed by granting agencies, except where this policy is more restrictive, in which case this policy will apply.

Section 60.020 Conflict of Interest

A. Policy. No Agency Commissioner, employee, agent, or immediate family member shall participate in the selection, award, or administration of a contract if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when any of the following has a financial or other interest in the entity selected for award; i) a Commissioner, employee or agent; ii) any member of his or her immediate family; iii) his or her partner; or iv) an organization that employs, or intends to employ, any of the above, or has a financial or other interest in the firm selected for award. This conflict of interest requirement shall apply to former Agency Commissioners, employees, or agents for a period of one year.

A conflict of interest shall include activities of an Agency Commissioner, employee, or agent that inhibit the impartiality of the Commissioner, employee, or agent's business judgment, or places the Commissioner, employee, or agent in an equivocal, embarrassing or ethically questionable position reflecting negatively on the integrity of the Agency.

A conflict of interest shall also include taking personal advantage or benefits from an opportunity, which properly belongs to the Agency, or uses Agency property for personal gain.

B. Commissioners to Abstain From Voting if Conflict of Interest. A Commissioner who has a conflict of interest shall abstain from voting on any item for which he or she shall have a real or potential conflict.

Section 60.030 Conflict of Interest Disclosure

A. Annual Reporting Process.

1. Commissioners President & CEO, Vice President, Procurement, Inventory Management & Supplier Diversity. Not later than June 30 of each year Commissioners, the President & CEO, and the Vice President, Procurement, Inventory Management & Supplier Diversity shall submit to the Deputy Secretary of the Board a copy of the Personal Financial Disclosure statement that he or she has been submitted to the Missouri Ethics Commission, or the statement of Economic Interest that has been filed with the Illinois Secretary of State. The Deputy Secretary of the Board shall retain copies of the reports in the Board's files.
2. Employees. The President & CEO shall establish a management procedure establishing a reporting procedure for all Agency employees. Each new employee shall complete a written disclosure report in connection with the beginning of employment. The completed form shall be filed in accordance with management procedures set by the President & CEO.

B. Disclosure Between Reporting Cycles.

1. Commissioners and President & CEO. If a Commissioner, or the President & CEO, discovers a potential conflict after the June reporting deadline, he or she shall immediately report the potential conflict in writing to the Chair. The Chair (or Vice Chair) will confer with the President & CEO and Agency legal counsel to determine if any further action is required. The President & CEO shall submit a written report to the Chair if a potential conflict arises; the Chair will confer with Agency legal counsel to determine if any further action is required.
2. Employees. If an employee discovers a potential conflict after the reporting deadline for employees, they shall immediately report the potential conflict in writing to their immediate supervisor. The supervisor will proceed in accordance with the procedure established by the President & CEO in management procedures.

C. Failure to Report. Failure to report or fully disclose a conflict of interest is a serious breach of trust. Any employee who breaches this public trust is subject to disciplinary action.

Section 60.040 Affirmative Action

A. Policy. It is the policy of the Agency to identify and implement methods to ensure and promote true equality of opportunity for all persons – without regard to race, color, religion, gender, national origin, disability, age, veteran’s status, or other applicable legally protected criteria.

B. Affirmative Action Plan. In order to ensure compliance with this policy, the Commission directs the President & CEO to maintain an Affirmative Action Plan, to review it annually, and to present each year’s updated plan for Commission review and approval.

The Affirmative Action Plan will stimulate a fuller awareness of opportunities for improvement within the Agency. The need for the highest standard of performance in this area will be addressed by proactive and innovative efforts. The result will be significant gains in accomplishing the Agency’s equal opportunity and affirmative action goals.

C. Commitment. The Board of Commissioners hereby reaffirms its commitment to equal employment opportunity for all persons regardless of race, color, religion, gender, national origin, disability, age, veteran’s status, or other applicable legally protected criteria. In implementing this policy commitment, the Agency fully recognizes and readily accepts its responsibility to ensure full participation for all persons in society and to guarantee them equal opportunity to complete for and obtain employment based on objective criteria without regard to race, color, religion, gender, national origin, disability, age, veteran’s status, or other applicable legally protected criteria. Violation of this policy by an Agency employee will result in immediate discipline, up to, and including, termination of employment.

Section 60.050 Prohibition of Sexual and Other Harassment

A. Policy. The harassment, by intended or repeated conduct, of any person who is a Commissioner, employee, or applicant based upon that person’s race, color, religion, sex, national origin, age, sexual orientation, disability, or any other factor prohibited by applicable law, is not acceptable in the Agency workplace and is prohibited. Violation of this policy shall subject an employee to disciplinary action, up to and including discharge.

B. Scope of Policy. Harassment may take many forms, including slurs, jokes, cartoons, comments, or other graphic or physical conduct concerning a person’s race, religion, color, sex, national origin, age, sexual orientation, or disability. Conduct is considered sexual harassment when it involves intended or repeated unwelcome sexual advances, requests for sexual favors, uninvited touching, sexually-related comments or other comments or physical conduct of a sexual nature, if (a) such conduct interferes with a person’s work performance or creates an intimidating, hostile, or offensive work environment; (b) submitting to or tolerating

any such conduct is an expressed or implied condition of employment; or (c) a person's employment, evaluation, pay, or other condition of employment is affected because he or she submits to or tolerates, or refuses to submit to or tolerate, any such conduct. Sexual harassment may include unwelcome sexually oriented kidding or teasing, sexual innuendoes, sexually oriented jokes, jokes about gender specific-traits or which are gender-based, sexual orientation-based jokes, or the display of obscene material. Harassment of a Commissioner, employee, or applicant is prohibited regardless of whether or not the person who engages in the prohibited conduct is an employee, applicant or Commissioner. This means the policy also prohibits harassment of an employee, applicant or Commissioner by any vendor, customer or visitor.

C. Commission Direction. In order to ensure compliance with this policy, the Commission directs the President & CEO to maintain a program of training and remediations including a formal complaint procedure, which can be used to report, investigate, and respond to any instances of prohibited harassment in the workplace. The formal complaint procedure shall include how complaints of harassment may be filed and the proper office for filing complaints. The Agency will exercise all due diligence to assure that the formal complaint procedure shall be confidential with respect to third parties, except on a need to know basis within the Agency, where required by law, or where necessary to conduct an investigation of the complaint. Retaliation against anyone for reporting harassment or participating in an investigation is prohibited.

D. Reports of Sexual and Other Harassment to Commissioners. Any report of sexual or other harassment received by an Agency Commissioner shall be referred to the appropriate individual within the Agency for handling in accordance with the Agency's formal complaint procedure.

Section 60.060 Prohibition of Nepotism

A. Definitions. As used in this section:

“Employees” shall mean all employees of the Agency, including the President & CEO.

“Within the third degree by consanguinity or affinity” shall mean:

1. Relative by consanguinity within the third degree. A person is related by blood (consanguinity) as closely as the third degree by the civil law to the following: Parents, Children, Grand Children, Brothers and Sisters, Grandparents, Nephews and Nieces, Uncles and Aunts, Great Grandparents and Great Grandchildren.
2. Relatives by affinity within the third degree. A person is related by marriage (affinity) as closely as the third degree by the civil law to his or her spouse, and to the following blood relative of his or her spouse; Parents, Children, Grand Children, Brothers and

Sisters, Grandparents, Nephews and Nieces, Uncles and Aunts, Great Grandparents and Great Grandchildren.

3. Other persons considered as relatives. The half blood shall be considered the same as the whole blood. Stepchildren, stepparents, etc., shall be considered the same as blood relatives of the person or his spouse as the case may be. An in loco parentis relationship shall be considered the same as a blood relationship to the person or his spouse as the case may be.

B. Impact upon current employees. This section shall not affect the employment status of current employees of the Agency who are employed before the effective date of this Board Policy, and shall not bar them from promotions in accordance with Agency policies and procedures.

C. Relatives of members of the Board of Commissioners and the President & CEO. No person who is related to any member of the Board of Commissioners or the President & CEO, within the third degree by consanguinity or affinity, shall be named or appointed to any position or employment within the Agency. The President & CEO shall establish a management procedure covering the employment of persons related to a Deputy President & CEO, Division Director or Departmental Director.