



## CODE OF CONDUCT

Portland Downtown has adopted the following Code of Conduct that all Board members agree to adhere to by signing below:

### ***1. Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest***

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with Portland Downtown. Members of the board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Portland Downtown and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- b) It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from Portland Downtown such compensation will be determined by and approved by the full Board in advance.
- c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- d) Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, but he or she shall be counted in determining the quorum for the meeting.
- e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] but was included in the count for the quorum for that meeting.
- f) Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- g) This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.

### ***2. Prohibition Against Harassment***

Portland Downtown strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct towards any individual staff member, another member of the Board, or volunteer of Portland Downtown is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee.



### ***3. Confidentiality***

Board members are reminded that confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone.

### ***4. Active Participation***

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the board a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Board and other related Portland Downtown meetings shall be conducted in a professional and businesslike manner.
- Personal attacks against Board members, staff, or guests will not be tolerated. Board members shall refrain from defaming, by any means, other Board members, staff, sponsors, guests.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organization above personal interests.
- Representing the organization in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all board and committee meetings.
- Refraining from engaging in administrative issues that are the responsibility of the Executive Director.
- Observing established lines of communication and directing requests for information or assistance to the Executive Director.
- Members shall use their best efforts to, at all times, make reasonable decisions that are consistent with the Corporate Charter and Bylaws.
- Each Board member agrees that no firearms will be brought on the property or to any Portland Downtown related meeting.

I, \_\_\_\_\_, recognizing the important responsibility I am undertaking in serving as a member of the Board of Directors of Portland Downtown, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organization's governing documents.

**Signature** \_\_\_\_\_

**Date** \_\_\_\_\_

*Approved at June 15, 2017 Board Meeting*