

## **CODE OF CONDUCT**

### **INTRODUCTION AND BACKGROUND**

- 1) The success and effectiveness of the Board require that all trustees abide by the highest standards of professionalism, ethics, and integrity. To confirm and support its commitment to such standards, the Board has established this Code of Conduct.

### **GENERAL EXPECTATIONS**

- 2) Trustees shall:
  - a) Act with decorum, integrity, and professionalism in all aspects of their duties and in any interaction with fellow trustees, staff, vendors, and stakeholders.
  - b) Refrain from any behavior or activity that may reflect poorly on the image or reputation of the Board or KCERA.
  - c) Comply with all policies and rules of the Board.
  - d) Make a good faith effort to attend, in their entirety, all meetings of the Board and committees on which they serve, and to be sufficiently prepared for all such meetings.
  - e) Be engaged and constructive in all meetings of the Board and committees on which they serve.
  - f) Build and maintain the knowledge necessary to fulfill their fiduciary responsibilities.
- 3) Should a trustee fail to attend, in their entirety, 75% of all Board meetings and/or 75% of all meetings of committees on which they serve, the trustee's attendance may be reviewed and may be deemed to fall short of the above general expectations.
- 4) Any trustee who believes the conduct of a fellow trustee falls short of the above expectations is encouraged to discuss the matter directly with the trustee in question or ask the Chair or the Vice-Chair to address the matter. Alternatively, the trustee may request that the concern be placed on the Board's agenda for consideration.
- 5) If the Board determines that the conduct of a trustee falls short of the above expectations, the Board may take any action it deems appropriate, including but not

limited to:

- a) Referring the matter to the Administrative Committee for further consideration.
  - b) Removing the trustee in question from the position of Chair, Vice-Chair, or committee chair, or from any committee on which the trustee serves.
  - c) Prohibiting the trustee in question from serving as Chair, Vice-Chair, committee chair, or a member of any committee for a specified period of time.
  - d) Limiting the trustee's travel privileges, if the violation relates to travel.
  - e) Censuring the trustee in question.
  - f) Communicating the Board's concerns to any party and by any means the Board deems appropriate.
  - g) Any other lawful action the Board deems appropriate.
- 6) Prior to taking any of the above actions, the Board shall provide the trustee in question an opportunity at a board meeting to respond to the allegation. Furthermore, the trustee shall be asked to recuse himself from any board or committee discussions in relation to the allegation, except when invited to respond.

### **EXPECTATIONS REGARDING LEGAL COMPLIANCE**

- 7) Trustees shall comply with all applicable federal, state, and local law including the requirement to carry out their duties in accordance with applicable fiduciary standards.
- 8) Any trustee who believes the conduct of a fellow trustee contravenes applicable law shall report the matter to the Chief Executive Officer and Chief Legal Officer in a timely manner. The Chief Executive Officer and Chief Legal Officer shall take appropriate steps to address the matter, conferring with the Chair and Vice-Chair and external legal counsel, as necessary
- 9) Trustees are expected to seek advice or clarification from the Chief Executive Officer or Chief Legal Officer regarding this Code of Conduct, as needed.

### **POLICY REVIEW AND HISTORY**

- 10) This policy shall be reviewed at least every five years.
- 11) This policy was:
  - a) Adopted by the Board on December 12, 2012.
  - b) Amended on April 13, 2016; August 11, 2021; and April 13, 2022.