

Date: July 24, 2019

To: Board of Directors

From: Bruce Warner



Subject: **RESOLUTION NO. 19-07-52 OF THE TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON (TRIMET) ENDORSING STATEMENT OF BOARD MEMBER RESPONSIBILITIES AND CODE OF CONDUCT**

1. Purpose of Item

This Resolution demonstrates the endorsement of the TriMet Board of Directors (Board) of the *Statement of Individual Board Member's Responsibilities and Code of Conduct* (Statement), attached hereto as Exhibit A, and each Board member's commitment to adhere to the Statement during his or her service on the Board.

2. Type of Agenda Item

- Initial Contract
- Contract Modification
- Other: Resolution Endorsing Board Member Responsibilities and Code of Conduct

3. Reason for Board Action

A demonstration of each Board member's commitment to the Statement provides clarity, enhances public confidence in the integrity of Board actions, and promotes mutual respect within the Board.

4. Type of Action

- Resolution
- Ordinance 1st Reading
- Ordinance 2nd Reading
- Other _____

5. Background

At the direction of the Board President, TriMet staff prepared the attached Exhibit A so that it could be circulated, discussed and voted on for adoption by the Board.

6. **Diversity**

The Board's commitment to diversity is incorporated in the Statement and is included in its oversight of TriMet's Vision, Mission and Values.

7. **Financial/Budget Impact**

Not Applicable.

8. **Impact if Not Approved**

The Statement of Individual Board Member's Responsibilities and Code of Conduct creates and certainty regarding roles, responsibilities and legal and ethical obligations. Failure to adopt this Resolution could create uncertainty and confusion for Board members and the public about the Board's commitment to each other and to TriMet's fundamental values.

RESOLUTION NO. 19-07-52

**RESOLUTION NO. 19-07-52 OF THE TRI-COUNTY METROPOLITAN
TRANSPORTATION DISTRICT OF OREGON (TRIMET) ENDORSING
STATEMENT OF BOARD MEMBER RESPONSIBILITIES AND CODE OF
CONDUCT**

WHEREAS, TriMet Board members have been appointed by the Governor and are public officials held to the highest standards of ethics, honesty, integrity and service to the public; and

WHEREAS, TriMet's Board wants to clearly identify its role, duties and legal and ethical obligations as set out in the *Statement of Individual Board Member's Responsibilities and Code of Conduct*, attached hereto as Exhibit A; and

WHEREAS, the individual members of the Board desire to publicly demonstrate their commitment to adhere to the standards set forth in the *Statement of Individual Board Member's Responsibilities and Code of Conduct*;

NOW, THEREFORE, BE IT RESOLVED:

1. The TriMet Board endorses the *Statement of Individual Board Member's Responsibilities and Code of Conduct*, attached hereto as Exhibit A, and each Board member commits himself or herself to adhere to its standards, as shown by the signature of each on a true copy of the same, which shall be kept on file in the office of the General Manager.

Dated: July 24, 2019

Attest:

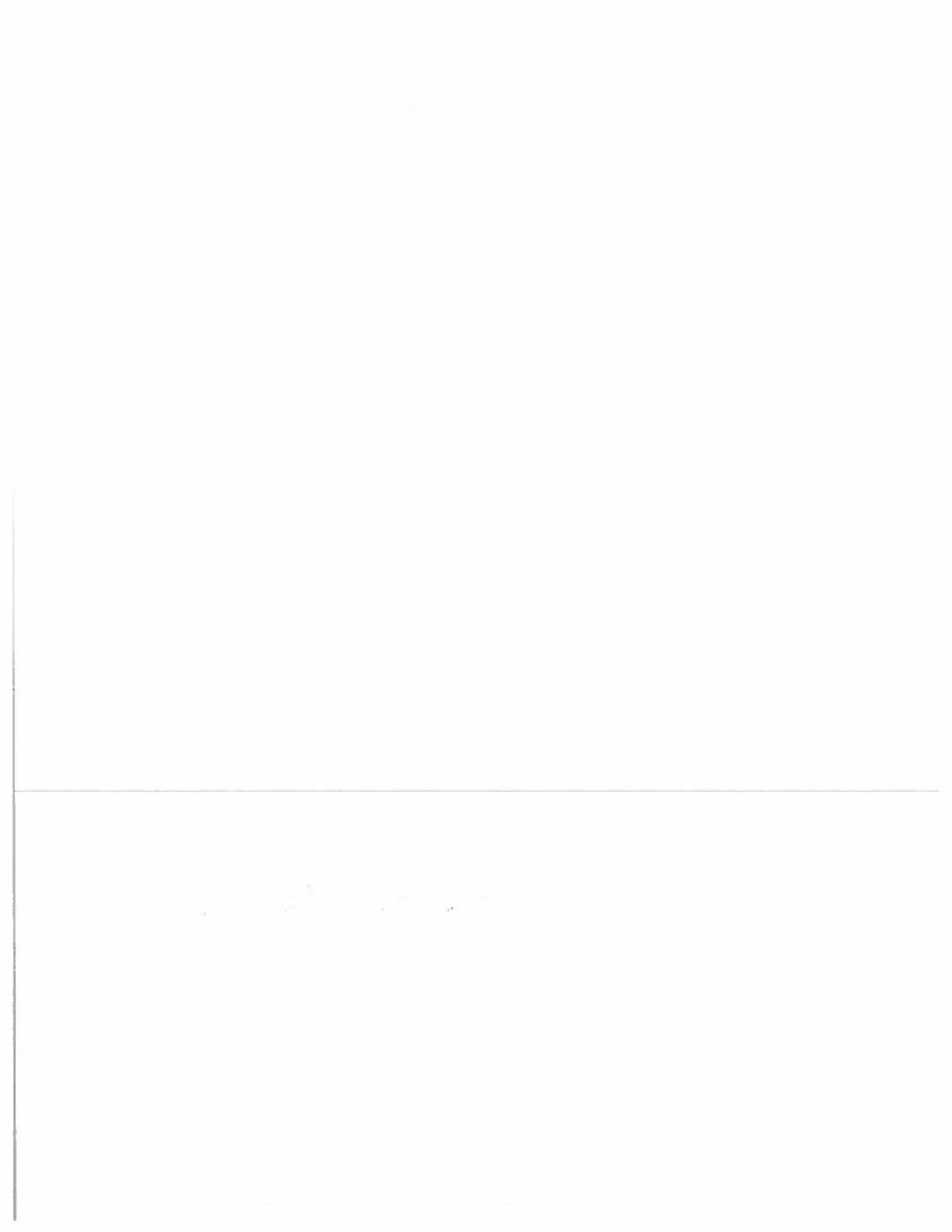
Recording Secretary

Presiding Officer

Approved as to Legal Sufficiency



Legal Department



**STATEMENT OF INDIVIDUAL BOARD MEMBER'S
RESPONSIBILITIES AND CODE OF CONDUCT - 2019**

A. General Expectations

As a board member of TriMet, I agree to:

1. Know and align with the Vision, Mission and Values of TriMet.
2. Attend all board meetings and committee meetings on which I serve unless an emergency or serious illness arises. Read the minutes, resolutions, ordinances, and other supporting materials prior to TriMet Board and committee meetings. If unable to attend a meeting in person, I will make every effort to attend telephonically.
3. Build goodwill for TriMet by attending charitable and community-based events as a "TriMet Ambassador." Be mindful that as a Board member I represent TriMet publicly and shall seek to promote a positive image and support the interests of TriMet whenever appropriate.
4. Observe the parliamentary procedures and display courteous conduct in all public meetings.
5. Keep abreast with trends and developments in the public transportation sector.
6. Maintain objectivity and exercise fairness, integrity, loyalty, collegiality and care in the execution of my duties.

B. My Role

As a board member of TriMet, I acknowledge:

1. That my primary roles as a board member are 1) to contribute to defining the organization's mission and governing the fulfillment of that mission; and 2) to carry out the functions of the office of board member as stated in ORS 267.
2. My role as a board member focuses on the development of policies that govern the implementation of institutional plans and purposes. This role is separate and distinct from the role of the General Manager, who determines the means of implementation and has broad authority for the day-to-day affairs of TriMet.

C. Ethics

It is the policy of Oregon Government Ethics Law that “public officials should put loyalty to the highest ethical standards above loyalty to government, persons, political party or private enterprise.” ORS 244.010. As a board member of TriMet, I pledge to:

1. Refuse any gifts -- including meals, travel, lodging, entertainment, concert or sporting tickets – from any source with a legislative or administrative interest in TriMet unless the fair market value of the gift is less than \$50 and is not accepted more than once a calendar year from the same source. Regardless of the value of the gift, I will disclose in my annual Statement of Economic Interest all gifts of any amount that I accepted during the year from any source with a legislative or administrative interest in TriMet.
2. Avoid conflicts of interest between my position as a board member and my personal life. Declare any personal, financial, civic, or business interest regarding contracts, programs, or transactions that TriMet may enter into, as soon as such conflict or the possibility of conflict arises. Abstain from discussion, decision-making and/or voting on the issue.
3. Declare any close relationships (i.e., more than acquaintances) with staff or recruits, and refrain from inappropriately influencing decisions in TriMet’s recruitment (hiring) or procurement (contract award) process. This section recognizes that the Board is involved in the General Manager hiring decision, and that upon the General Manager’s request, board members may sit on other hiring committees in an advisory capacity.
4. Hold in confidence any information that TriMet in its reasonable judgment determines to be confidential.
5. Consult with TriMet’s General Counsel whenever I have a question or am uncertain about whether these ethics rules apply to a particular situation.

Signature: _____

Print Name

Date: _____, 2019