

Code of Ethics and
Whistleblower Protection Policy
for the
NYS Port of Oswego Authority

Approved by the Board of Directors, April 26,2010

Section I. Purpose:

This Code of Ethics and Whistleblower Protection Policy reflects a code of conduct that requires directors, officers, employees and others directly associated (e.g., contract employees, interns, volunteers, etc.) with the Port of Oswego Authority (**POA**) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

The Purpose of this Code of Ethics and Whistleblower Policy is to (a) create an ethical and open work environment, (b) ensure that the **POA** has a governance and accountability structure that supports its mission, and (c) encourage and enable directors, officers, employees, and staff of **POA** to raise serious concerns about the occurrence of illegal or unethical actions within the organization before turning to the outside for resolution.

Section II. Required Conduct. Examples of conduct required by the **POA** and addressed by this Policy include, but are not limited to:

1. Dedication to the **POA**'s mission, vision and core values, and recognition that the chief function of the **POA** is serving the best interests of our constituency;
2. Responsible and prudent management of the **POA**'s funds and assets;
3. Honest and ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
4. Full, fair, accurate and timely disclosure of relevant facts in all reports and documents dealing with matters of program service, governance and business administration;
5. Compliance with all applicable governmental laws, rules and regulations;
6. Treatment of all persons with respect, equity and fairness regardless of race, religion, gender, age, national origin, or sexual orientation;
7. Respect and protection of confidential and/or privileged information to which we may have access in the course of our duties;
8. Prompt internal reporting of apparent violations to a designated or other appropriate person within the organization;
9. Personal accountability for adherence to the policies of the **POA** detailed herein or in other relevant **POA** documents.

Section III. Policy Expectations. Directors, officers, employees, and others directly associated with the **POA** shall:

1. Perform their duties with transparency, and without favor, and shall refrain from engaging in outside matters of financial or personal interest, including other employment, that could impair independence of judgment, or prevent the proper exercise of one's official duties;
2. Not direct, advise or assist, directly or indirectly, any person to make any financial investment based upon information available through the director's or employee's official position that could create any conflict between their public duties and interests and their private interests;
3. Not accept or receive any gift or gratuities where the circumstances would permit the inference that: **(a)** the gift is intended to influence the individual in the performance of official business or **(b)** the gift constitutes a tip, reward, or sign of appreciation for any official act by the individual. This prohibition extends to any form of financial payments, services, loans, travel reimbursement, entertainment, hospitality, thing or promise from any entity doing business with or before the **POA**;
4. Not use or attempt to use their official position with the Authority to secure unwarranted privileges for themselves, members of their family or others, including employment with the **POA** or contracts for materials or services with the **POA**;
5. Conduct themselves at all times in a manner that avoids any appearance that they can be improperly or unduly influenced, that they could be affected by the position of or relationship with any other party, or that they are acting in violation of their public trust;
6. Not engage in any official transaction with any outside entity in which they have a direct or indirect financial interest that may reasonably conflict with the proper discharge of their official duties;
7. Manage all matters within the scope of the **POA**'s mission, independent of any other affiliations or employment. Directors, including ex officio board members, and employees employed by more than one government shall strive to fulfill their professional responsibility to the **POA** without bias and shall support the **POA**'s mission to the fullest;
8. Not use **POA** property, including equipment, telephones, vehicles, computers, or other resources, or disclose information acquired in the course of their official duties in a manner inconsistent with NY State or local law or policy and the **POA**'s mission and goals;
9. Be prohibited from appearing or practicing before the **POA** for two (2) years following employment with the **POA**, consistent with the provisions of Public Officers Law.

Section IV. Implementation of Code of Ethics and Whistleblower Policy:

This Code of Ethics and Whistleblower Policy, once approved by the **POA** Board of Directors, shall be provided to all directors, officers, employees and others listed above, and to new recipients upon commencement of employment or appointment, and shall be reviewed annually by the

Governance Committee. Persons receiving said document shall sign a log indicating receipt of the document. Workshops may be scheduled, as necessary, to review and discuss the document.

The Board of Directors may designate, as necessary, an independent, Ethics Compliance Officer (**ECO**), who shall report to the board and shall have the following duties:

1. To counsel, in confidence, **POA** directors and employees who seek advice about ethical behavior;
2. To receive and investigate complaints about possible ethics violations;
3. To dismiss complaints found to be without substance;
4. To prepare an investigative report of their findings for action by the Executive Director and/or the Board of Directors;
5. To record the receipt of gifts or gratuities of any kind received by a director or employee, who shall notify the Ethics Compliance Officer within 48 hours of receipt of such gifts and gratuities. (**NOTE**: In the absence of an **ECO**, gifts and gratuities must be reported within 48 hours to the Secretary/Treasurer of the Board of Directors, who shall record same.)

Alternatively, the Board of Directors may appoint an independent Ethics Compliance Committee, consisting of three (3) persons, having the same duties as an Ethics Compliance Officer.

Terms of appointment of an Ethics Compliance Officer (or Committee) shall be determined by the **POA** Board of Directors.

Section V. Reporting Unethical Behavior:

All directors, officers, employees and others directly associated with the **POA** have a responsibility to report any action or suspected action taken within the **POA** that is illegal, unethical or violates any adopted policy of the **POA** (“Violations”).

Anyone reporting an alleged Violation (the reporter) must act in good faith, without malice to the organization, or any individual in the organization, and must have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred. A person who makes a report does not have to prove that a Violation has occurred. Any report, however, that the reporter has made maliciously, or any report that the reporter has good reason to believe is false, will be viewed as a serious disciplinary offense.

Section VI. Reporting Process:

Reporting alleged Violations should be done through the Chairman of the **POA** Board of Directors, the **POA** Executive Director, the **POA** Attorney, or the **POA** Ethics Compliance Officer (or Committee) selected by the Board of Directors. Names and contact numbers of those persons will be kept current and attached to copies of this document.

The **POA** requires a written report about an alleged Violation; a verbal allegation is not acceptable. The **POA** encourages reporters to self-identify when reporting alleged Violations, but reports may

be submitted anonymously. Reports that are not anonymous may be made on a confidential basis, and every effort will be made to keep the confidentiality intact, subject to legal requirements to the contrary. Anonymous reports will be investigated, but consideration will be given to the seriousness of the issue raised, the credibility of the concern and the likelihood of confirming the allegation from documentation and/or other sources.

Crimes against person or property, such as assault, rape, burglary, arson, trespass, etc. are not within the boundaries of this Policy, and should be reported to law enforcement agencies. It is possible, however, that investigation of an allegation that does fall within the boundaries of this Policy could lead into an area that requires law enforcement action. In such a case, appropriate law enforcement agencies need to be contacted.

Section VII. Investigation by the Ethics Compliance Officer (ECO) or Committee:

The Ethics Compliance Officer (or Committee) shall receive reports directly, or as forwarded from others who have received reports.

The **ECO** (or Committee) is responsible for investigating all reported allegations concerning Violations of this Policy, and for causing appropriate corrective action to be taken. The **ECO** will notify the reporter and acknowledge receipt of the report within five business days, but only to the extent that the reporter's identity is disclosed and/or a return address is provided.

The Audit Committee of the **POA** Board of Directors is responsible for addressing all reported concerns or allegations of Violations relating to corporate accounting practices, internal controls or auditing. The **ECO**, therefore, must immediately notify the Audit Committee of any such concern or complaint; if the **ECO** deems it advisable, the Executive Director of the **POA** and/or the Chairman of the Board of Directors may also be advised about such reported, alleged Violations.

The **ECO** has direct access to the **POA** Board of Directors, and is required to report at least annually to the Board on compliance activity.

All persons associated with the **POA** have a responsibility to cooperate with any investigation being conducted by the **ECO**. Failure to cooperate is itself, an ethical Violation.

Section VIII. No Retaliation:

No one who in good faith reports a Violation, or who, in good faith, cooperates in the investigation of a Violation, shall suffer harassment, retaliation, or adverse employment consequences. Any individual within the POA who retaliates against another individual who has reported a Violation in good faith, or who, in good faith, has cooperated in the investigation, is subject to discipline, including suspension or termination of employment or other associated status (contract employment, internship, volunteer, etc.).

Any person who believes that another individual who has made a good faith report of a Violation, or who has made a good faith effort to cooperate in the investigation of an alleged violation, is suffering harassment, retaliation, or adverse employment consequences, should contact the **POA Ethics Compliance Officer**.

Section IX. Penalties:

In addition to any penalty contained in any other provision of law, a **POA** director or employee who knowingly and intentionally violates any of the provisions of this code may be disciplined in the manner provided for in law, rules or regulations. For example, for employees with Civil Service status, discipline, suspension and termination are actions that must comply with Civil Service Rules and/or other legal requirements in effect at the time any disciplinary actions are under consideration. Board members may be removed by the appointing authority.