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ColumbiaAssociation.org

February 3, 2022

Dear Prospective Candidates:

Thank you for considering a position on Columbia Association's (CA) Board of Directors as a way to serve the Columbia community.

This packet provides general information on roles and responsibilities of Board members, including an overview by month of Board meetings, Board committees, compensation, and time commitment, together with the ethics policies with which Board members are expected to comply.

Each CA Board of Directors member is elected to their respective position by voters in their village. If you would like to learn more about this process, potential candidates are invited to attend an information session via Zoom on Thursday, February 17, 2022 beginning at 5:30pm. Information on how to access the session will be posted on CA's website and be made available via social media. The session will also be recorded and made available on CA's YouTube page for anyone who is unable to attend

The information session is an opportunity for prospective candidates to hear from the chair of CA's Board of Directors, CA's President/CEO, Senior Vice President/CFO, and General Counsel. It is designed to help candidates learn more about CA, including its outreach in the community – directly and through our work with other organizations, such as the 10 village community associations; the role of CA's Board members; and how service on the CA Board impacts the Columbia community and beyond. You will also have the chance to ask questions. Our goal is to provide the information you need to help you make an informed decision about running for the CA Board of Directors.

Thank you for your interest in CA. Your time and consideration are appreciated.

Sincerely,

A handwritten signature in blue ink, appearing to read "Lakey K. Boyd", is written over a large, stylized blue scribble that extends across the page.

Lakey K. Boyd
President/CEO



Columbia Association (CA) Board of Directors
Candidate Package

Fiscal Year 2023 General Overview

February 2022



FY 2023 GENERAL OVERVIEW BY MONTH

CA FY 2023 Quarters

- 1st Quarter = May 2022 through July 2022
- 2nd Quarter = August 2022 through October 2022
- 3rd Quarter = November 2022 through January 2023
- 4th Quarter = February 2023 through April 2023

Monthly Meeting Schedule

This calendar does not reflect the regularly scheduled Board work sessions and meetings throughout the year, which are generally held the 2nd Thursday (work session) and 4th Thursday (meeting) of the month. The Board, however, does not meet in August, and holds its monthly meeting in November and December on the second Thursday of each month.

Mth	Date	Time	Event
1st QUARTER			
May	Thursday, May 12, 2022	7:00 p.m. – 9:00 p.m.	<ul style="list-style-type: none"> ➤ <u>Annual Members Meeting</u> Annual meeting of the members of CA to elect the CA Board of Directors. Set time and date of Organizational Meeting of the CA Board (usually immediately following the Annual Members Meeting). ➤ <u>Organizational Meeting of the CA Board</u> Elect the Chair and Vice Chair of the Board. Discuss rotation schedule for BOD membership on the Board Operations Committee; assignments to the Audit and Risk Management Committees; and Board member liaisons to the Advisory Committees. Elect CA Representatives to the Inner Arbor Trust Board of Directors. ➤ <u>Annual Meeting of the Columbia Council</u> Organizational Meeting of the Columbia Council to elect the Chair and Vice Chair.
May	Thursday, May 26, 2022	7:00 p.m.	CA Board of Directors Meeting
June			
Jul			

FY 2023 GENERAL OVERVIEW BY MONTH (CONT'D)

Mth	Date	Time	Event
2nd QUARTER			
Aug			No meetings
Sep			
Oct			
3rd QUARTER			
Nov	November 2022		President/CEO presents mid-year progress toward FY 23 goals to the CA Board.
Dec			
Jan			
4th QUARTER			
Feb	February 2023		CA Board votes to approve the conditional FY 23 budget.
Mar	March 2023		CA Board prepares the President/CEO’s Evaluation for FY 23.
Apr	April 2023		CA Board Chair meets with the President/CEO to give the evaluation of progress against FY 23 strategic initiatives.
Apr	Thursday, April 27, 2023	7:00 p.m.	Final CA Board of Directors meeting of the fiscal year.

The Columbia Council meets only once a year in early May for the purpose of electing the Chair and Vice-Chair of the Columbia Council.

Additional “special” Board meetings may be called as needed at any time by the Chair or Vice-Chair of the Board, CA’s President/CEO (who is a non-voting member of the Board), or a majority of the Board of Directors.

COMMITTEE MEETINGS

There are three Board committees that meet regularly.

1. The Board Operations Committee (BOC) is composed of the Board Chair, Board Vice Chair, and the CA President/CEO. The remaining eight members of the Board of Directors serve on the BOC on a rotation schedule established at the organizational meeting in May. The BOC is primarily responsible for setting agendas for Board work sessions and meetings. The BOC generally meets once per quarter of the fiscal year, which runs from May 1 through April 30.
2. The Audit Committee is composed of three members of the CA Board of Directors and two individuals within the community with strong financial expertise. The CA President/CEO and the Director, Office of Audit and Advisory Services also attend the meetings, but are not members of the committee. The Audit Committee meets five times during the fiscal year.
3. The Risk Management Committee is composed of the CA Senior Vice President/Chief Financial Officer, the CA President/CEO, three to four members of the CA Board of Directors, and one individual within the community with strong risk management expertise. The CA General Counsel also attends the meetings and serves as Secretary to the Committee. The Risk Management Committee usually meets four times during the fiscal year.

COMPENSATION

CA Board members do not receive a salary or stipend for their service. They do receive an individual Fit&Play membership, \$500 for Board-related services and programs, and appropriate electronic equipment in their capacity as Board members.

TIME COMMITMENT

As a member of the CA Board of Directors, the time commitment is manageable. Board members can expect to attend the following:

- Monthly CA Board of Directors work session and meeting;
- Their community village association's regular meetings to act as a liaison between the CA Board and the village board;
- Meetings of Board Committees (Audit, Risk Management, Board Operations) to which they are appointed, which usually occur on a quarterly basis; and

- At least one meeting of any advisory committee(s) to which the Board member is a liaison.

As would be expected, there is meeting preparation time, e-mail correspondence, and any community activities in which the Board member may wish to participate. Acknowledging that each individual has different time commitments and different styles for managing their time, please adapt your style accordingly. A factor in the flow and duration of a Board work session or meeting is advance preparation by Board members and staff.

RESPONSIBILITIES OF THE COLUMBIA ASSOCIATION BOARD OF DIRECTORS

- Be informed regarding the mission/policies, services, and programs of Columbia Association (“CA”).
- Work with CA’s President/CEO to establish performance objectives.
- Evaluate performance of CA’s President/CEO, while providing the necessary support for the President/CEO to further CA’s mission and vision.
- Comply with CA Board ethics, conflict of interest, and confidentiality policies. Policies are included in this packet so candidates are aware of their provisions.
- Communicate with residents; articulate CA’s goals, accomplishments, programs and policies; and obtain input from residents.
- Carry out fiduciary responsibilities of the CA Board, including oversight and approval of the CA budget and review of CA financial statements.
- Formulate CA policies.
- Prepare for, and regularly attend, Board work sessions and meetings as scheduled.
- Review agenda and supporting materials before CA Board work sessions and meetings, and otherwise prepare for them.
- Present reports of CA Board actions at respective village board meetings.
- Attend special events and functions of the CA Board and villages, as well as community-wide CA events.



COLUMBIA ASSOCIATION, INC. CODE OF ETHICS AND BUSINESS CONDUCT

Introduction

The Columbia Association, Inc. (“CA”) Code of Ethics and Business Conduct (the “Code”) describes the types of ethical conduct that CA expects from everyone in the organization and provides that everyone will be held responsible for acting accordingly. You are expected to conduct yourself in keeping with the Code and the underlying policies and procedures so as to avoid even the appearance of improper behavior.

The Code covers a wide range of business practices and procedures. While the Code cannot cover every conceivable issue that may arise, it does set out basic principles to guide you in your day-to-day CA business activities. Some of these principles are also set forth in more detail in CA’s *Team Member Handbook* and CA’s *Purchasing Policy*.

The Code should also be provided to CA’s agents, consultants and representatives who are expected to apply the same high ethical standards while working on CA business.

If a law conflicts with a policy in the Code, you must comply with the law. Where a custom conflicts with the Code, however, you are expected to comply with the existing Code. Questions about any such conflicts can be directed to CA’s principal ethics officer (“PEO”), who is currently CA’s General Counsel.

The PEO has overall responsibility for providing oversight of this Code and assisting you regarding the application of the Code and related laws, regulations, policies and procedures. The PEO can be reached at 410-715-3115.

You may also want to consult with your immediate supervisor, team leader or the Director of Human Resources regarding Code issues.

If you violate the Code, you will be subject to disciplinary action up to and including termination of your service with CA. If you find yourself in a situation that you believe may violate or lead to a violation of the Code, follow the procedures described in the Code and in CA’s *Policy for Reporting Violations of the Code of Ethics and Business Conduct* (“*Policy for Reporting Violations*”).

In certain circumstances, misconduct may also be reported to the appropriate law enforcement authorities.

1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation of CA’s ethical standards. You are expected to respect and obey federal, state and local laws, rules and regulations. While it is no

small task to know the details of the laws, rules and regulations that may affect our daily business operations, the Code along with other CA policies provide important guidance in making decisions.

These policies, including without limitation, CA's ***Employment of Family Members Policy, Drug and Alcohol Policy, Equal Opportunity and Sexual Harassment Policy, Workplace Violence Prevention Policy, and Team Member Dating Policy***, can be found on CA's team member intranet in the folder titled "HR Policies and Forms."

If you have any doubt as to the lawfulness of any proposed activity, you should seek advice from the PEO.

2. Equal Opportunity

CA is committed to providing equal employment opportunities and maintaining a work environment that is free of offensive conduct, discrimination, hostility, harassment or intimidation based on race, sex, religion, color, age, national origin, pregnancy, gender identity and any other factors protected by federal, state and local laws.

- If you need an accommodation for a disability, notify CA, and reasonable job-related accommodations will be made.
- If you need additional information related to employee relations and work environment issues, you should consult with your immediate supervisor, a team leader or the Director of Human Resources.
- If you believe you have been subjected to or observe others being subjected to unlawful discrimination, harassment or intimidation by other CA personnel, or contractors, vendors, customers or other individuals with whom CA has or expects to have a business relationship, you are expected to report such conduct in accordance with the procedures described in the Code and in CA's ***Policy for Reporting Violations***.

3. Drug-Free Workplace

CA prohibits the inappropriate or illegal use of drugs and alcohol. The illegal possession, distribution, or use of any controlled substances on CA's premises or at CA functions is strictly prohibited. Similarly, reporting to work under the influence of illegal drugs or alcohol and/or the abuse of alcohol or medications in the workplace are violations of the Code.

4. Conflicts of Interest

If you are a member of the CA Board of Directors or of Senior Management (the President/CEO, Department Directors, General Counsel, Human Resources Director, Chief Information Officer, members of the Office of Audit and Advisory Services, Treasurer, Controller, members of the Purchasing Division, Division Directors and Assistant Division Directors), your conduct will be governed not only by this Code but also by CA's ***Conflicts of Interest Policy***. Nevertheless, ***all*** CA

Personnel (which includes not only Board and Senior Management Members, but all CA team members) are expected to be mindful of possible conflicts of interest.

A conflict of interest exists when a person's private activities, agreements, business investments or interests or other situations, whether paid or unpaid, could reasonably be expected to interfere with the person's objectivity, job performance, judgment or diligence in protecting and promoting the interests of CA to the extent that such person would place his or her personal interests, or those of another, above the interests of CA. While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest is likely to arise when:

- You have a financial or personal interest in a contract or transaction to which CA is a party.
- You or a family member receive improper personal benefits as a result of your CA position. Improper benefits do not include Tokens of Respect (defined below).
- You work simultaneously for CA and a competitor of or vendor to CA. You should avoid any direct or indirect business connection with CA's competitors and vendors, except on CA's behalf.
- CA purchases property, materials, supplies, equipment or services from you or from any business or company that is owned or controlled by you or a family member.
- You receive a personal loan from CA.

An actual or perceived conflict of interest may not always be obvious. Care should be taken about the appearance of a conflict of interest since such appearance might impair the reputation of CA even when there is no actual conflict and no wrongdoing. You have an obligation to avoid any conflict of interest and, where avoidance is not feasible, to disclose the situation to your immediate supervisor, a team leader, the Director of Human Resources, the PEO, the Chair of the Board of Directors or the Chair of the Audit Committee of the Board of Directors, as applicable. If you have a question, you should consult with one of these parties. If you become aware of any potential, actual or apparent conflict of interest, whether involving you or any other party, you must follow the procedures described in the Code and in the ***Policy for Reporting Violations***.

5. Gifts and Entertainment; Gratuities; Illegal Payments

The purpose of business entertainment and gifts is to create good will and sound working relationships, not to gain unfair advantage. Except for Tokens of Respect (as defined in the box below), you, your family members, and agents of CA are prohibited from accepting, offering or providing gifts or entertainment. If you receive a request for such a gift, you must report it to the PEO. Anyone with questions about whether accepting, offering or providing gifts or entertainment is prohibited in any particular situation should contact an immediate supervisor, a team leader, the Director of Human Resources or the PEO.

A “Token of Respect” is:

- consistent with customary business practices
- not a cash gift
- not excessive in value - Note: Any gift with a value exceeding \$25.00 or a series of gifts with a total value exceeding \$100.00 in a one-year period from any one person or entity is deemed excessive in value.
- not in violation of any laws or regulations
- not accepted, offered, or provided with the intent or appearance of the intent to influence the recipient to make a decision they would not otherwise make.

Notwithstanding the above restrictions, you may accept gratuities offered to you purely in recognition of excellent service that you have provided to a member or guest.

Kickbacks to or from any person are prohibited. No illegal payments of any kind are to be made to any local, state or Federal Government officials, or to officials of any other country, territory or municipality at any time or under any circumstances. Moreover, no funds or other assets of CA are to be paid, directly or indirectly, to government officials or persons acting on their behalf or to representatives of other businesses for the purpose of influencing decisions or actions with respect to CA’s activities.

Also, you may not use agents, consultants, independent contractors or other representatives to do indirectly what you could not do directly under the Code or any other applicable law, rules and regulations.

6. Contest Awards

You and your family are not eligible to win any type of prize or award associated with any contest, drawing, raffle, sweepstakes or other competition open to the public that is sponsored or run by CA. However, part-time and seasonal CA team members – excluding family members of the CA Board of Directors and Senior Management – are eligible to apply for the Spirit of Columbia Scholarship and to be awarded such Scholarship if they are determined to meet the criteria for such award.

7. Misuse of Assets

You should protect CA’s assets and ensure their efficient use. You may not use CA property, information or your position at CA for personal gain. You may not remove, dispose of or destroy anything of value belonging to CA without CA’s express written consent, including both physical items and electronic information. Any suspected incident of fraud or theft should be immediately reported for investigation as per the ***Policy for Reporting Violations***.

8. Corporate Opportunities

You owe a duty to CA to advance its legitimate interests when the opportunity to do so arises. Without the consent of CA’s Board of Directors, you are prohibited from taking for yourself or

directing to others business opportunities that are made known to you or obtained through the use of corporate property, information or your position.

9. Sensitive and Proprietary Information

You may come in contact with CA proprietary information (material of a confidential, restricted or otherwise sensitive nature). Proprietary information includes but is not limited to intellectual property such as trade secrets, trademarks and copyrights, as well as business, marketing and service plans, engineering ideas, designs, databases, records and any unpublished financial data and reports. Proprietary information may be encountered in many forms, such as documents, electronic media or even business conversations. Proprietary information **does not** include information that:

- is or becomes publicly available without breach of the Code;
- is or becomes known or available from a third party who did not acquire or disclose such information by breach of a duty of confidentiality or by a wrongful or illegal act;
- is subject to disclosure under the Maryland Homeowners Association Act;
- is independently developed by you or others without reference to CA's proprietary information; or
- is part of a protected activity or communication under Section 7 of the National Labor Relations Act (29 U.S.C. § 157), such as organizing a labor union.

Unauthorized use or distribution of proprietary information may be illegal and result in civil or criminal penalties. In general, proprietary information shall not be used for your personal benefit and can be distributed within CA only on the basis of business necessity. Proprietary information may not be disclosed outside CA unless required by law or specifically authorized by the appropriate team leader or officer and only after the recipient of the information executes a non-disclosure agreement acceptable to CA. You are expected to take reasonable measures to protect proprietary information from being disclosed outside CA. If third parties seek to compel disclosure of proprietary information, CA's General Counsel must be notified. Proprietary information that belongs to a third party and is covered by a non-disclosure agreement or similar agreement also must be protected accordingly.

Additionally, you are required to protect the confidentiality of all proprietary Information after your relationship with CA ends. You shall not retain any proprietary information after termination, and you shall not disclose any proprietary information or use it for any purpose at any time thereafter. You shall cooperate with CA after termination in any effort to control disclosure of proprietary information or to retrieve information from others and to enforce the terms of any nondisclosure agreement or similar agreement against third parties.

Questions about the proprietary nature of any information should be directed to your immediate supervisor, a team leader, the director of human resources or the PEO.

10. Competition and Fair Dealing

CA seeks to provide its services to the Columbia community fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Theft or unauthorized use or disclosure of confidential or proprietary information, or the possession of trade secret information that was obtained without the owner's consent, is prohibited. CA Personnel should endeavor to respect the rights of and deal fairly with the residents and businesses of Columbia, and CA's customers, vendors, competitors and personnel. No CA Personnel should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

11. Outside Communication

CA is committed to providing full, fair and accurate disclosure in all public communications and to being in compliance with all applicable law, regulations and rules.

For this reason, ***unless you are specifically authorized to do so***, you may not speak or act on CA's behalf or make any appearance of doing so. Never answer questions from the media or other members of the public without making it clear you are speaking solely as an individual. If you should receive such an inquiry, it is best to obtain the name and contact information of the person and immediately notify CA's Director of Communications and Marketing and/or a CA Media Relations Specialist.

When you identify yourself as an employee, officer, or director of CA, you may not comment on nor provide information relating to CA's business (even if such information is not confidential) unless you clearly specify that you are not speaking on behalf of CA. You may not comment without specific authorization on CA's proprietary or other confidential information or on any subject matter as to which you have knowledge or expertise by virtue of your duties with CA.

As a private individual, you have the right to speak out on issues in any public forum or on social media, websites and other vehicles. However, when you speak as an individual, it is critical that you do not give the appearance of speaking or acting on CA's behalf. You should be especially aware of the broad reach of social networking and similar media. Such vehicles are increasingly monitored by customers, regulators and colleagues, and your comments may be attributed to CA, even though you did not intend for them to be taken that way.

12. Network Use, Integrity & Security

CA reserves the right to monitor and review any information contained on a CA computer or other electronic device issued by CA. In addition, CA reserves the right to monitor and review any use of the internet and CA e-mail or any other electronic communications without notice. Access to CA systems can be revoked and disciplinary action taken in the event such systems are used to commit illegal acts or to violate the nondiscrimination, harassment, solicitation, proprietary information or any other terms of the Code.

In order to maintain systems integrity and protect CA's network, you must not divulge any passwords used to access CA computers or databases. You also must avoid using or distributing unauthorized software that could damage or disrupt CA's work environment by transmitting viruses or conflicting with CA systems. No CA Personnel should engage in the unauthorized use, copying, distribution or alteration of computer software whether obtained from outside sources or developed internally. All software, including "shareware," contains terms of use to which you must adhere.

Any suspected breach of CA's network security systems or misuse of the system should be reported immediately to the IT department and also pursuant to the Policy for Reporting Violations.

13. Health and Safety

CA strives to provide a safe and healthy work environment. We all have the responsibility to follow safety and health rules and practices and to report accidents, injuries and unsafe equipment, practices or conditions.

14. Financial Management and Record-Keeping

Public disclosure of certain CA information is our practice and may also be required by law. We make full, fair, accurate, timely and understandable disclosures in periodic reports and in public statements such as news releases. CA requires honest, timely and accurate recording and reporting of information involving CA accounts, payroll, business expenses and time recording in order to make truthful public disclosures and support responsible business decisions. Falsifying business records is a serious offense that may result in criminal prosecution, civil action and/or disciplinary action up to and including termination. If you are authorized to make expenditures or enter into transactions on behalf of CA, you must ensure that all transactions are recorded properly.

All of CA's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect CA's transactions and must conform both to applicable legal requirements and to CA's system of internal controls. All records are to fairly and accurately reflect, in reasonable detail, CA's assets, liabilities, revenues and expenses. All transactions are to be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period. No transactions should be intentionally misclassified as to accounts, departments or accounting periods. No information should be concealed from CA's internal or independent auditors. CA Personnel involved in the preparation, accumulation, summarization and reporting of financial information must ensure there are no false or misleading entries, material misstatements or fraudulent activities that would directly or indirectly impact our financial statements or business operations. Personnel involved in systems, processes and reporting mechanisms, both financial and non-financial in nature, have a responsibility to ascertain that they are operating effectively.

Anyone aware of issues that might impact the financial statements or business operations of CA must make full disclosure to their immediate supervisor, a team leader, the director of human

resources or the PEO. If you are involved in establishing or maintaining internal controls, you must make sure such controls are operating effectively and are sufficient to ensure that information generated is accurately recorded and reported on a timely basis. As requested by management, you may be required to certify on a periodic basis the integrity of financial reports for which you are responsible.

Business records and communications often become public, so exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies should be avoided. This applies equally to email, internal memos, website and social media postings, blogs, and formal reports. Records should always be retained or destroyed in accordance with CA's ***Record Retention and Disposal Policy ("Retention Policy")***. Destroying or altering a document with the intent to impair the document's integrity or availability for use in any potential official proceeding is a crime. **Documents relevant to any pending, threatened or anticipated litigation, investigation or audit shall not be destroyed for any reason.** In accordance with the Retention Policy, in the event of litigation or governmental investigation, consult CA's General Counsel. If you believe that CA records are being improperly altered or destroyed, you should report it as per the ***Policy for Reporting Violations***.

15. Business Expenses

You may incur business expenses, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your immediate supervisor, a team leader, the Director of Human Resources or the PEO. Rules and guidelines are set forth in CA's ***Procurement Card Policy*** and ***Travel Policy*** and are available from the Accounting Department.

16. Audits/Investigations

CA personnel are expected to cooperate with CA representatives and relevant authorities in matters of internal and external audits, government investigations and other activities to the fullest extent of the law. On occasion, government auditors or investigators may contact individual CA Personnel directly. Any request for information, complaint or other inquiry from a governmental organization should be forwarded directly to our General Counsel. If you are in doubt about how to proceed, contact the General Counsel. Failure to cooperate fully in an investigation or audit shall be grounds for discipline up to and including termination.

17. Reporting any Illegal or Unethical Behavior

You are required to report any circumstance that you believe in good faith may constitute a violation of the Code or any other CA policy, applicable law, regulations or rules. If you are in a situation that you believe may involve or lead to a violation of the Code, you should report it according to the procedures described in the ***Policy for Reporting Violations***. You may also want to seek guidance from your immediate supervisor, a team leader, the Director of Human Resources or the PEO.

It is CA's policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of CA to protect those who communicate bona fide concerns from any retaliation for

such reporting. Pursuant to, among other things, the Policy for Reporting Violations, CA does not permit retaliation of any kind for good faith reports of misconduct. CA Personnel are expected to cooperate in internal investigations of misconduct.

18. Waivers of the Code

CA's President or the Board of Directors may waive application of the policies set forth in the Code when special circumstances warrant granting a waiver and then only in conjunction with appropriate monitoring of the particular situation. Any waivers of the Code must be in a writing stating the rationale for the waiver and will be promptly disclosed as required by law. Any amendments to the Code may be made only by a majority vote of the Board of Directors. If you believe special circumstances warrant a waiver of an ethics rule, request a waiver.

19. Compliance Procedures

While everyone must work to ensure prompt and consistent action against violations of this Code, a lack of information or background may make it difficult to determine whether a violation has occurred. Every situation that may arise cannot be anticipated, so it is important to have a way to approach questions or problems objectively. Keep in mind these steps:

- **Make sure you have all the facts.** In order to reach the right solutions, we must be as fully informed as possible.
- **Ask yourself: What exactly am I seeing or being asked to do? Does it seem unethical or improper?** This will enable you to focus on the specific facts or questions you are faced with and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- **Clarify your responsibility and role.** In most situations, there is shared responsibility. Evaluate your role in the situation and that of your colleagues.
- **Discuss the problem.** This is the basic guidance for all situations. In many cases, a supervisor or team leader will be more knowledgeable about the question, and will appreciate being brought into the decision-making process.
- **Seek help from CA resources.** In the rare case where it may not be appropriate to discuss an issue with your immediate supervisor or team leader or where you do not feel comfortable approaching them with your question, discuss it with the director of human resources, the PEO or any team leader with whom you feel comfortable. If you prefer to write, address your concerns to the PEO. You may also make an anonymous report by contacting the **Ethical Advocate** ethics hotline (877-619-7909) or ca.ethicaladvocate.com.

- **You may report ethical violations in confidence and without fear of retaliation.** CA does not permit retaliation of any kind against CA Personnel for good faith reports of misconduct by others.
- **Always ask first, act later.** If you are unsure of what to do in a situation, you should seek guidance before you act.

20. Additional Guidance and Provisions for Senior Management Members

While all CA Personnel are required to uphold this Code, Senior Management Members (which, for purposes of this Additional Guidance, include members of CA’s Board of Directors) owe additional duties to CA by virtue of their roles. This Section contains additional guidance and provisions specifically applicable to them (the “**Additional Guidance**”). In the event of a conflict between the Additional Guidance and any other provision of this Code, the Additional Guidance shall control with respect to Senior Management Members

The Additional Guidance has several purposes:

- It defines what CA means when it holds Senior Management Members to the highest possible ethical standards. It details the fundamental maxim – do the right thing - by defining right and wrong in some detail.
- It has official standing, in that the standards articulated here become concrete evidence of CA’s expectations and intentions, with respect to the behavior of Senior Management Members.
- It is pragmatic in that it provides an agreed-to description of both organizational values and the behaviors that those values prescribe.
- It is intended to remind Senior Management Members that although their primary duty is to CA itself, the vested interest of the residents and businesses of Columbia and its environs are impacted by the decisions of CA.
- It is intended to be used in concert with CA’s governing documents including its Charter, Bylaws and such policies as the Board of Directors may adopt as well as applicable Maryland law.
- It outlines a set of fundamental principles, whether or not they are the basis for certain operational or legal requirements or prohibitions.
- It is intended to help Senior Management Members understand why CA’s documents direct behavior in certain ways, why the laws require or prohibit certain actions and what is to be done when the governing documents and legal strictures are ambiguous or subject to interpretation.

- It is intended to help Senior Management Members define what is right, fair, just and good in those cases where it may be less than obvious which path constitutes the high road.

Personal Ethics

Senior Management Members are expected to behave morally according to general expectations of any person in any society, acting in any capacity. The principles of personal ethics include:

- Concern for the well-being of others
- Respect for the autonomy of others
- Trustworthiness and honesty
- Compliance with the law
- Basic justice: being fair
- Refusal to take unfair advantage
- Benevolence: doing good
- Prevention of harm

Professional Ethics

An individual acting as a Senior Management Member takes on an additional burden of professional ethical responsibility. The principles of professional ethics include:

- Impartiality
- Openness and full disclosure
- Confidentiality
- Due diligence and duty of care
- Fidelity to professional responsibilities
- Avoiding potential or apparent conflict of interest

Rights of Senior Management Members

Each Senior Management Member has a right to:

- Be reliably informed about CA's finances and operations; and
- The cooperation of CA's team members, members of the Board of Directors and Senior Management Members.

Political Activity

A Senior Management Member is free to engage in political activity, including endorsement of candidates for political office, when the member is acting in his/her individual capacity. In no way, however, should the activities of a Senior Management Member be performed in such a manner as to indicate that CA supports a specific candidate. All political activities must be carried out on a strictly personal basis and supported only by personal, not CA, resources. A Senior Management Member may not endorse candidates for political office while the member is acting as a representative of CA and shall not use his or her CA title in connection with any political endorsement. A Senior Management Member will be considered to be acting as a representative of CA when he/she is:

- Carrying out work or volunteer duties on behalf of CA
- Attending a CA meeting or event sponsored by CA
- Attending a meeting as a representative of CA
- Wearing a name badge or clothing designating him/her as a representative of CA.

21. Commitment and Certification

Your commitment to conduct yourself in accordance with this Code is essential to its success. CA requires that each of the CA Personnel certify that he/she has received and read this Code and understand its contents.

Approved by CA Board of Directors October 26, 2006

Revised and Approved by CA Board of Directors July 7, 2011

Revised and Approved by CA Board of Directors January 26, 2017

Updated for new ethics hotline information December 6, 2018

Updated with new name for Internal Audit December 9, 2020

ACKNOWLEDGEMENT OF RECEIPT

COLUMBIA ASSOCIATION, INC. CODE OF ETHICS AND BUSINESS CONDUCT

I, _____, acknowledge and confirm that I have received a copy of the Columbia Association, Inc. Code of Ethics and Business Conduct as revised and approved by the CA Board of Directors on December 9, 2020, and have read and understand those standards. I agree that I will conduct myself in accordance with those standards.

Witness

Signature

Title/Position

Date



COLUMBIA ASSOCIATION, INC.
CODE OF ETHICS AND BUSINESS CONDUCT AND CONFLICTS OF INTEREST POLICY:
SPECIAL REQUIREMENTS FOR MEMBERS OF THE BOARD OF DIRECTORS

The Columbia Association, Inc. (“CA”) Code of Ethics and Business Conduct (the “**Code**”) and the Conflicts of Interest Policy (the “**Policy**”) cover a wide range of business practices, procedures and policies and set forth rules for the ethical conduct of CA personnel. The provisions of the Code and Policy also apply to and are binding on individuals serving on the CA Board of Directors (each a “**Board Member**” and collectively, the “**Board Members**”). Board Members also are subject to unique obligations (these “**Special Requirements**”) in addition to the provisions of the Code and Policy. The purpose of these Special Requirements is to outline additional duties and obligations of Board Members relative to the Code and Policy. The provisions of these Special Requirements are intended to supplement and expand upon the provisions of the Code and Policy.

If a law conflicts with a policy in these Special Requirements, you must comply with the law. Where a custom conflicts with these Special Requirements, however, you are expected to comply with these Special Requirements. In the event of a conflict between these Special Requirements and the provisions of the Code or Policy, you are expected to comply with these Special Requirements but only with respect to the issue subject to the conflict. Questions about any such conflicts should be directed to CA’s principal ethics officer (the “**PEO**”), who is currently CA’s General Counsel. Any capitalized terms not defined herein, shall have the meanings given to them in the Code or Policy, as applicable.

1. Board Member Rights

Each Board member has a right to:

- Communicate publicly on issues that affect those the Board Member serves, provided that the Board Member unequivocally expresses that he/she is communicating solely as an individual and not as a representative of CA or the CA Board of Directors;
- State publicly that the Board of Directors has taken action on a matter (provided that such action was taken in an open Board meeting) or that the Board of Directors has not taken action and to state individual disagreement with such action or inaction as long as the Board Member does not solicit others to act in a manner or work toward the achievement of a result that is contrary to the Board of Directors’ action; and
- Act in reliance on information and reports received from regular sources that the Board Member reasonably regards as trustworthy.

2. Additional Duties and Obligations of Board Members

In addition to the duties and obligations of Board Members set forth in the Code, Board Members are expected to understand and comply with the following legal strictures governing their behavior.

- (a) **The Standard of Care.** Compliance with a standard of care is required by the Annotated Code of Maryland, Corporation and Associations Article, Section 2-405.1. That standard of care requires that a director act in good faith, in a manner the director reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A board member may not act simply as a representative of a particular village or constituency. Once all constituent perspectives are established and acknowledged, they must be considered in relation to the perspective of the entire community of Columbia.

- (b) **Responsibilities of Board Members.** In addition to the requirements of the Code, each Board Member shall:
 - (i) Be informed regarding CA's governing documents including its Charter, Bylaws and such policies as the Board of Directors may adopt as well as applicable Maryland law, so that each Board Member can assist the Board of Directors in the decision-making process.
 - (ii) Be informed regarding the purposes of CA, a copy of which are attached hereto as Exhibit A.
 - (iii) Be informed regarding the aspirational values of CA's Board of Directors, a copy of which are attached hereto as Exhibit B.
 - (iv) Be informed about the services and programs provided by CA.
 - (v) Share equitably in the work of the Board of Directors.
 - (vi) Formulate CA strategic policies.
 - (vii) Exercise independent and informed judgment on all corporate decisions.
 - (viii) Carry out fiduciary responsibilities of the Board of Directors, including oversight and approval of the CA budget and review of CA financial statements.
 - (ix) Serve on committees of the Board of Directors.

- (x) Regularly attend meetings and work sessions of the Board of Directors and applicable committees.
- (xi) Review agendas, supporting materials, and prior meeting minutes before meetings and work sessions of the Board of Directors and applicable Board committees, and otherwise prepare for such meetings and work sessions.
- (xii) Take responsibility for and follow through on assignments arising from meetings and work sessions of the Board of Directors and applicable Board committees.
- (xiii) Participate in formulating the strategic plan for CA, including review of data.
- (xiv) Attend special events and functions of the Board of Directors and individual Village Community Associations as well as community-wide CA events.
- (xv) Present reports of actions of the CA Board of Directors at village board meetings.
- (xvi) Work with CA's President to establish performance objectives.
- (xvii) Evaluate the performance of CA's President, while providing the necessary support for CA's President to further CA's goals.
- (xviii) Remain in good standing with respect to all financial obligations, covenants and regulations contained in CA's Declaration (as defined in Exhibit A) and in the governing documents of the Village Community Association that elected the Board Member as a Columbia Council Representative.

(c) **Restrictions on Board Member Activity.** In addition to the other requirements of the Code, no Board Member shall:

- (i) Engage in any writing, publishing or speech-making on behalf of CA that defames any other Board Member or CA team member.
- (ii) Discuss the confidential proceedings of the Board of Directors or release confidential information.
- (iii) Act in a way that is intended to intimidate another person in the conduct of their office or which a reasonable person would conclude had such intent and which, in fact, did intimidate.

- (iv) Undermine the authority of the Board of Directors, the Chair of the Board of Directors or CA's President to perform his/her duties, or interfere with the duties of CA's management and staff.
- (v) Knowingly misrepresent facts or the Board of Director's position on an issue to a resident or property owner in the Columbia community for the purpose of advancing the Board Member's personal cause or influencing the Columbia community to place pressure on the Board of Directors to advance the Board Member's personal cause.
- (vi) Speak for or act on behalf of CA unless specifically authorized to do so by the Board.
- (vii) Conduct themselves in a manner that assumes any greater rights and privileges than any other resident in the Columbia community.
- (viii) Within one (1) year following termination of their term on the Board of Directors assist or represent another party for compensation in a case, contract or other specific matter involving CA if that matter is one in which the member participated while affiliated with CA.
- (ix) While serving on the Board and within one (1) year following termination of their term on the Board of Directors be employed by or enter into any contract for compensation in excess of \$2,500 with CA either personally or in a manner from which they would so benefit directly.
- (x) Simultaneously serve on the Board of Directors and as a sworn partisan public officer.
- (xi) Allow any family member to receive any remuneration for any work performed for CA, except when the family member is a dependent child employed on a part time or seasonal basis or is already a CA employee at the time of the Board Member's election to the board, unless the family member is part of senior management (defined as the President, Department Directors, Division Directors, the internal auditors, the treasurer, the comptroller, and the general counsel).

3. Board Compensation

Any action by the Board of Directors to provide for or increase the compensation for Board Members for expenses incurred for attendance at meetings of the Board of Directors or for other expenses associated with the performance of the duties of a Board Member shall not become effective until two (2) years after the date of the public meeting at which such action

was approved. Board Members are entitled, however, to receive without such passage of time such indirect benefits as attendance at relevant conferences and meetings, travel in CA's ***Sister Cities Program*** to accompany youth participants, and other such benefits as are reasonably related to the conduct of CA's affairs and activities as shall be approved in a public meeting in accordance with federal and state laws and regulations.

4. Commitment and Certification

Board Members are required to provide Confidential Financial Disclosure Reports in accordance with the provisions of the Policy.

Your commitment to conduct yourself in accordance with these Special Requirements, in addition to the provisions of the Code, the Policy and the CA Policy for Reporting Violations is essential to their success. CA requires that each Board Member certify that he/she has received and read these Special Requirements, the Code, the Policy and the CA Policy for Reporting Violations, understands their contents and agrees to conduct him/herself in accordance with their standards.

Approved by the CA Board of Directors on January 26, 2017

ACKNOWLEDGEMENT OF RECEIPT

**COLUMBIA ASSOCIATION, INC.
CODE OF ETHICS AND BUSINESS CONDUCT AND CONFLICTS OF INTEREST POLICY: SPECIAL
REQUIREMENTS FOR MEMBERS OF THE BOARD OF DIRECTORS**

I, _____, acknowledge and confirm that I have received a copy of the Columbia Association, Inc. Code of Ethics and Business Conduct and Conflicts of Interest Policy: Special Requirements for Members of the CA Board of Directors, and the CA Policy for Reporting Violations of the Code of Ethics and Business Conduct and the Conflicts of Interest Policy, as revised and approved by the CA Board of Directors on January 26, 2017, and have read and understand those standards. I agree that I will conduct myself in accordance with those standards.

Witness

Signature

Name

Date

Exhibit A: Columbia Association Purposes

The purposes for which CA is formed are as follows:

1. To organize and operate a civic organization which shall not be organized or operated for profit, but which shall be organized and operated exclusively for the promotion of the common good and social welfare of the people of the community of Columbia and its environs ("**Columbia**" being defined as the community developed and to be developed on that tract of land in Howard County, Maryland (the "**County**"), presently consisting of 14,744.382 acres of land, more or less, the fee of which, or the leasehold interest in which is presently subjected to the "Declaration," as hereinafter defined. Said tract of land, together with any additional land in the County which may hereafter be subjected to the Declaration by any amendment or supplement thereto filed among the Land Records of Howard County, Maryland, being sometimes hereinafter referred to as ("**the Property**").

2. CA shall have no members other than the Columbia Council Representatives, as hereinafter defined, and no part of the net earnings of CA shall at any time in any manner inure to the benefit of any member, director or individual. No substantial part of the activities of CA shall consist of carrying on propaganda or otherwise attempting to influence legislation, provided that CA may elect to have its allowable expenditures for such purpose determined in accordance with the provisions of section 501(h) of the Internal Revenue Code of 1954, as amended; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall CA engage in any activities that are unlawful under applicable Federal, state or local laws.

For the general purpose aforesaid, and limited to that purpose (hereinafter sometimes referred to as the "**Purpose**"), CA shall have the following specific purposes:

1. To aid, promote, and provide for the establishment, advancement and perpetuation of any and all utilities, systems, services and facilities within Columbia which tend to promote the general welfare of its people with regard to health, safety, education, culture, recreation, comfort or convenience to the extent and in the manner deemed desirable by the Board of Directors;

2. To exercise all the rights, powers and privileges and to perform all of the duties and obligations of CA as set forth and undertaken in the Deed, Agreement and Declaration of Covenants, Easements, Charges and Liens (the "**Declaration**") dated December 13, 1966 between CA as grantor and C. Aileen Ames as grantee and filed among the Land Records of Howard County, Maryland, at Liber 463, Folio 158, as heretofore modified and supplemented or as may be modified or supplemented from time to time as therein provided;

3. To operate and maintain, or provide for the operation and maintenance of, any properties which may from time to time be designated or conveyed to CA for operation and

maintenance as areas serving the general welfare of Columbia and the people thereof with regard to health, safety, education, culture, recreation, comfort and convenience, all pursuant to the Declaration and subject to the provisions thereof;

4. To enforce all covenants, restrictions, reservations, servitudes, profits, licenses, conditions, agreements, easements, and liens provided in the Declaration, and to assess, collect, and disburse the charges created under such Declaration and to use the proceeds of such charges for the promotion of any and all of the purposes heretofore mentioned in any lawful manner determined by the Board of Directors, pursuant to and subject to the provisions of the Declaration; and

5. To do any and all lawful things and acts that CA may from time to time, in its discretion, deem to be for the benefit of Columbia and the inhabitants thereof or advisable, proper or convenient for the promotion of the interests of said inhabitants with regard to health, safety, education, culture, recreation, comfort or convenience.

Exhibit B: Columbia Association Board of Directors Values

Represent constituent interests assertively and make decisions based on the welfare of the entire community.

Recognize diverse perspectives, such as ethnicity, age, economic circumstances, differing village life cycles, and varying tenures of Columbia residents.

Once all constituent perspectives are established and acknowledged, weigh them in relation to the perspective of the entire community.

Engage in open discussions that encourage and respect differing positions.

“Seek first to understand, then to be understood.”

When differing with someone’s position, first acknowledge it by summarizing his or her point of view. (Or, ask for such a summary if someone differs with you. “Did you understand my intention? What was it?”)

Strive for consensus, but agree to disagree based on the merits.

Argue to seek a better understanding, not to win the argument. Use inquiry to probe positions with which you may not agree. Call the question after points have been established.

Speak as a Board of Directors through unified messages that present both majority and minority positions.

If consensus cannot be reached, end the discussions by summarizing both sides to their mutual satisfaction.

When speaking outside of meetings of the Board of Directors, identify whose opinion you are discussing (your own or the Board of Directors’).

Cultivate trust by showing respect for others, by accepting responsibility for your role in the process.

When discussing issues focus on the issues not the people with whom you are discussing the issue.



COLUMBIA ASSOCIATION, INC. CONFLICTS OF INTEREST POLICY FOR SENIOR MANAGEMENT AND THE BOARD OF DIRECTORS

Introduction

Columbia Association, Inc. ("CA") demands the highest possible ethical conduct from individuals serving as Board members and as officers and/or members of Senior Management. In this regard, CA acknowledges the importance of having this comprehensive policy for identifying and effectively handling actual or potential conflicts of interest.

Individuals covered as Senior Management under this Conflicts of Interest policy are:

- President/CEO
- Officers
- Department Directors
- Assistant Department Directors
- General Counsel/Principal Ethics Officer
- Legal Assistant
- Human Resources Director
- Chief Information Officer
- Members of Purchasing Division
- Members of Office of Audit and Advisory Services
- Treasurer
- Controller
- Construction Contracts Administrator
- Assistant Construction Contracts Administrator

This Policy also governs the conduct of CA's Board of Directors. For purposes of this Policy, references to Senior Management below are intended to include Board members.

The purpose of this Policy is to set forth procedures for monitoring, reporting, reviewing and addressing conflicts of interest and related party transactions. Full compliance with this Policy is mandatory.

The adoption of this policy is an important measure to assure that Board members and Senior Management act in accordance with their fiduciary duties under Maryland law, that rules applicable to tax-exempt organizations are not violated and that sanctions for "excess benefit transactions" under Section 4958 of the Internal Revenue Code are avoided.

1. General Policy

All persons covered by this Policy shall exercise good faith in all transactions relating to their duties to CA and shall not use their positions in any manner that is contrary to the best interests of CA or to promote their own business interests or those of family, friends or business partners. Reasonable efforts must be made by Senior Management to avoid conflicts of interest, and where conflicts may arise, to disclose them properly. Disclosures should be made in advance, before any action is taken. Conflict identification and analysis can be difficult, so Senior Management is expected to err on the side of caution and disclose all instances where a conflict or the appearance of a conflict might be present.

CA's Principal Ethics Officer (**PEO**), who is currently CA's General Counsel, shall be responsible for implementing these provisions and advising persons as to their application. Any questions or issues should be directed to the PEO and/or the Chair of the Board of Directors for resolution.

Senior Management and Board members are required to submit to the PEO at least once per year (and updated as appropriate) the **Confidential Financial Disclosure Report** ("Report") form attached to this Policy. The PEO shall review and maintain a file of all Reports. The Report completed by the PEO shall be reviewed by the President/CEO.

2. Compliance

Those covered by this document are also expected to comply with CA's **Code of Ethics and Business Conduct**, CA's **Policy for Reporting Violations of the Code of Ethics and Business Conduct** and in the case of Board members, CA's **Special Requirements for Members of the Board of Directors**, as well as both the letter and spirit of all applicable governmental laws, rules, and regulations.

If a Senior Management Member fails to comply with these policies or any other relevant CA policies or applicable laws, that person will be subject to disciplinary measures up to and including immediate discharge. Board members may be reprimanded or, with the approval of the applicable Village Community Association, removed from the CA Board.

3. Financial Conflicts of Interest Definition

A financial conflict of interest exists when any CA Senior Management or Board member has a financial interest or has a family or social relationship with someone who has a financial interest in a contract or a business dealing with CA.

A financial interest exists when a Senior Management or Board member:

- has an investment in, or
- is a director, trustee, officer, employee, or agent of, or
- has an ability to control or otherwise direct the actions of an outside entity that is contracting or dealing with CA. That entity may be private, public or governmental, regardless of form. This does not include any of the 10 Columbia Village Community Associations or Inner Arbor Trust, Inc.

Any position or connection, whether paid or unpaid, that might reasonably be expected to interfere with your objectivity, job performance, judgment or diligence in protecting and promoting the

interests of CA creates a conflict to the extent that you might place your own interests or those of another above the interests of CA.

While it is not possible to describe or anticipate all of the circumstances that might comprise a conflict, it is likely to arise whenever a CA Senior Management or Board member is directly or indirectly involved in any of the following:

- a compensation or other financial arrangement with a person or entity involved in a specific transaction with CA or with which CA is negotiating or contemplating negotiating a transaction
- a compensation or other arrangement or affiliation with an entity or individual selling goods or services to or purchasing goods or services from CA;
- a compensation or other arrangement or affiliation with an entity that competes with CA
- the ability to use one's position, or confidential information or the assets of CA, to one's or an affiliated party's personal advantage or for an improper or illegal purpose
- the acquisition of any property or other rights in which CA has an interest or that one knows or has reason to believe at the time of acquisition that CA is likely to have an interest
- an opportunity related to the activities of CA and available to CA (unless the Board of Directors has made an informed decision that CA will not pursue that opportunity)
- a debt to CA, other than for amounts due for ordinary travel and expense advances.

However, mere service without compensation as a director or officer of a non-profit 501(c)(3) charitable corporation or volunteer service as a member of a governmental task force or committee does not constitute a financial interest engendering a conflict of interest.

4. Procedure Regarding Disclosure, Review, and Handling of Conflicts of Interest

An individual subject to this policy shall:

- promptly and fully disclose all known and potential conflicts of interest to the PEO and the Board of Directors, who will then consider the matter and any relevant facts;
- remove oneself from any discussions or deliberations on the matter by the Board; and
- refrain from influencing, participating in or acting on any matter in which a conflict or the appearance of a conflict is determined to exist by the Board of Directors

In the context of approval of a contract, the Board of Directors shall determine, after receiving a disclosure, whether a conflict of interest exists or can reasonably be construed to exist. If a conflict of interest is known or deemed to exist after disclosure, the Board of Directors shall not approve the contract unless it is determined that:

- entering into the contract is in the best interests of CA and consistent with our mission;
- the contract is fair and reasonable to CA;
- the contract would not result in creating an appearance of impropriety that might impair confidence in, or the reputation of, CA; and
- a more advantageous contract cannot be obtained under the circumstances.

Additionally, the Board of Directors shall take any action required or prudent to avoid imposition of an excise tax under Internal Revenue Code Section 4958 in connection with considering the contract.

A determination by the Board of Directors regarding a conflict of interest shall be made by majority vote in accordance with the voting procedure stated in the Bylaws of CA.

Meetings of the Board of Directors regarding conflicts of interest shall be held in closed session in accordance with the provisions of the Maryland Homeowners Association Act, all other applicable laws and CA's Charter and Bylaws. Information, documents and records obtained by the Board of Directors shall be withheld from public disclosure in accordance with the Maryland Homeowners Association Act and all applicable laws. The PEO shall participate as an advisor in meetings of the Board of Directors under this Policy, unless the PEO is the subject of the meeting. The Board of Directors may also retain outside counsel to attend such meetings.

5. Record Keeping

The Board of Directors considering a known or potential conflict of interest shall maintain detailed minutes and records regarding the matter. Such minutes shall reflect the name of the individual involved and any disclosure made, the vote on whether a conflict of interest is present, the names of the persons participating in any discussions and deliberations with regard to approving or rejecting any contract involving that individual, the substance of discussions and deliberations, adherence with procedures, the abstention from voting and participation by the specified individual, and that a quorum was present. The PEO, President/CEO or Board Chair considering a complaint alleging a violation of the policy and/or a request for an advisory opinion regarding interpretation of the provisions of the policy and its application also shall maintain detailed records regarding the matter.

6. Corrective Action

In the event a member of Senior Management other than the President/CEO fails to act in accordance with the conflict of interest policy, the PEO may recommend corrective action to the President/CEO. The Board of Directors may take corrective action if the individual involved is the President/CEO or a member of the Board. In the event that a formal reprimand or other action is proposed, the recommendation must be presented with supporting documentation. The individual involved shall be given an opportunity to be heard prior to the final decision on the matter.

7. Special Circumstances; Amendments and Waivers of the Policy

Any waivers of this Policy may be made only by CA's President/CEO or the Board of Directors. A waiver may be granted only when special circumstances warrant granting a waiver, and then only in conjunction with any appropriate monitoring of the particular situation. The waiver must be in a writing stating the rationale for the waiver and will be promptly disclosed as required by law. Any amendments to this Policy may be made only by a majority vote of the Board of Directors.

Approved by the CA Board of Directors February 22, 2007

Revised and Approved by the Board of Directors July 7, 2011, December 12, 2013, May 8, 2014, January 26, 2017, and February 27, 2020

Updated with new name for Internal Audit December 9, 2020

ACKNOWLEDGEMENT OF RECEIPT

**COLUMBIA ASSOCIATION, INC. CONFLICTS OF INTEREST POLICY
FOR SENIOR MANAGEMENT AND BOARD OF DIRECTORS**

I, _____, acknowledge and confirm that I have received a copy of the Columbia Association Conflicts of Interest Policy for Senior Management and the Board of Directors, as revised and approved by the CA Board of Directors on December 9, 2020, and have read and understand those standards. I agree that I will conduct myself in accordance with those standards.

Witness

Signature

Title/Position

Date

Columbia Association Conflicts of Interest Financial Disclosure Report

Reporting Period FY ; May 1, to April 30, .

Name	Position/Title	Date
------	----------------	------

New Entrant Annual If new entrant, date joined CA or acquired position listed: _____

I certify that the statements on this form and all attachments are complete and correct to the best of my knowledge.

Signature: _____

Persons Required to Report.

- Members of Board of Directors
- President/CEO
- Officers
- Department Directors
- Assistant Department Directors
- General Counsel/Principal Ethics Officer
- Legal Assistant
- Human Resources Director
- Chief Information Officer
- Members of Purchasing Division
- Members of Office of Audit and Advisory Services
- Treasurer
- Controller
- Construction Contracts Administrator
- Assistant Construction Contracts Administrator

Reporting period. The reporting period is defined as the 52-week period prior to the filing of this report, which shall be made within 30 days of assuming a position listed above and thereafter by June 30 each year. Any significant changes should be reported as they occur. Reports should be filed with the Office of the General Counsel/Principal Ethics Officer.

Attachments. You may attach supplementary pages where sufficient space is not provided.

Type of Reporting. In identifying financial interests and activities below, **YOU ARE NOT REQUIRED TO DISCLOSE AMOUNTS OR VALUES.** Distinguish entries for family members by putting an "S" for spouse or "C" for dependent child after the name of the entity.

Confidentiality. The primary use of the information on this form is to determine compliance with CA's **Conflicts of Interest Policy.** Additional disclosures of this information may be made to law enforcement agencies if CA becomes aware of a violation or potential violation of law or regulation; to a court or party in a court proceeding in order to comply with a judge-issued subpoena; to a source when necessary to obtain information relevant to a conflict of interest investigation or decision; in a judicial or administrative proceeding if the information is relevant to the subject matter; or as required by the Maryland Homeowners Association Act, Annotated Code of Maryland, Real Property Article Section 11B – 101, *et seq.* This confidential report will not otherwise be disclosed to anyone not authorized by law.

Part I: Assets & Income

Report for yourself, your spouse and dependent children:

- Sources of earned income such as salaries, fees, commissions or honoraria that generated over \$200 gross income for yourself or \$1,000 gross income for your spouse or dependent children during the reporting period.
- Investments or partnership interests in any **non-public** entity held by you, your spouse and dependent children with a value greater than \$1,000 at the end of the reporting period or which produced more than \$200 in gross income during the reporting period.
- Any financial interest/ activity that would give rise to a potential conflict of interest, such as investments in or business transactions with entities that you are aware do business with CA or entities that compete directly with CA.

Source (Name & Address of Employer, Business, etc.)	Type (Salary, Dividend, Interest, Rent, etc.)	Still Held? (Y/N)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

None

Part II: Liabilities

Liabilities over \$10,000 owed by you, your spouse and dependent children at any time during the reporting period.

Exclude:

- personal residence mortgage (unless residence is rented out)
- auto/household furniture/appliance loans or revolving charge accounts,
- Money owed to family members, loans on retirement accounts

Creditor Name & Address	Type (Rental property mortgage, promissory note, etc.)
_____	_____
_____	_____
_____	_____

None

Part III: Outside Positions

Report any positions outside CA, whether or not compensated, held during the reporting period. Positions include an employee, officer, director, trustee, partner, proprietor, representative or consultant for a business, nonprofit or educational institution.

Exclude:

- Positions with religious, social, fraternal or political entities
- Positions of a strictly honorary nature
- Member of the Board of Directors of one of the 10 Columbia Community Associations

Organization Name & Address	Type	Position	Still Held? (Y/N)
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

None

Part IV: Agreements & Arrangements

Report arrangements for future employment or continuation of payment by a former employer (including severance payments).

Organization/Parties	Terms
_____	_____
_____	_____

None

Part V: Relatives Employed by Columbia Association

List any relatives currently employed by Columbia Association.

Name of Relative	Relationship	Employment Position	Employment Location
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

None



**COLUMBIA ASSOCIATION, INC. POLICY FOR REPORTING VIOLATIONS
of the *CODE OF ETHICS AND BUSINESS CONDUCT*, the *CONFLICTS OF INTEREST POLICY*
and the *SPECIAL REQUIREMENTS FOR MEMBERS OF THE BOARD OF DIRECTORS***

Introduction

Columbia Association, Inc. ("CA") is committed to maintaining a work environment conducive to ethical conduct, open communication and integrity. Furthermore, CA is committed to compliance with all laws and regulations to which it is subject and to promulgating policies to promote adherence to these laws and regulations. Laws, regulations, policies and practices strengthen and promote ethical practices and ethical treatment of members of the CA community and those to whom CA provides services.

The procedures under this policy are intended to:

- Provide avenues to report alleged illegal or unethical activities to management and the Board of Directors.
- Enable management and the Audit Committee of the Board of Directors to be informed at an early stage regarding alleged illegal or unethical activities.
- Reassure those who make good faith complaints that they will be protected from discriminatory or retaliatory treatment.
- Maintain a culture of openness, accountability and integrity at CA.

In order to further CA's commitment to a legal and ethical workplace, this policy:

- Establishes a procedure for making verbal or written complaints and reports under CA's ***Code of Ethics and Business Conduct***, CA's ***Conflicts of Interest Policy*** and CA's ***Special Requirements For Members of the Board of Directors***, (collectively, the "Ethics Policies") and otherwise regarding CA's operational practices or allegedly fraudulent and/or unethical business practices.
- Establishes a procedure for the receipt, review and possible investigation of and response to such complaints.
- Establishes a procedure for the retention of records concerning all such complaints and any investigation, resolution or report regarding the complaint.

- Makes clear CA's intention to discipline by appropriate means, up to and including termination, any person whom CA determines engaged in discriminatory or retaliatory conduct toward a person making a complaint or impeded any investigation of a complaint of illegal or unethical conduct.

Please note that issues related to individual employment, including claims of discrimination, harassment or other allegedly unfair or improper treatment, are covered by the applicable policies set forth in CA's ***Team Member Handbook***.

1. Making a Complaint

Any person may report allegations of suspected illegal or unethical conduct. CA encourages that all complaints be made in writing so as to assure a clear understanding of the issues raised; however, complaints may also be made orally and by email. They should be factual rather than speculative or conclusory and should contain as much specific information as possible to allow for proper assessment and to facilitate the investigative process. Complaints are encouraged at the earliest possible time relative to the alleged misconduct so that timely investigation and, if appropriate, action may be taken.

A. Complaints by CA Personnel

Any CA personnel (which includes any CA team member, team leader, officer or director) who becomes aware of illegal conduct, such as misuse of CA funds, a possible criminal act, or a significant threat to the health and safety of others, or believes that illegal conduct may take place in the future, **must promptly report** the matter.

CA Personnel are strongly encouraged to report any unethical conduct such as a conflict of interest as well as situations that are likely to receive adverse media attention or publicity or matters that are sufficiently significant or sensitive so as to adversely affect CA's operations or CA's standing in the community. Members of the Board of Directors, officers and members of Senior Management **are required** to report such matters.

Complaints should be directed to the following designees:

- Complaints should ordinarily be made to CA's Principal Ethics Officer ("**PEO**"). The PEO of CA is presently CA's General Counsel.
- If a complaint concerns the PEO, it should be made directly to CA's President.
- If a complaint concerns CA's President or a Board Member, the complaint should be made directly to the Chair of the Board of Directors for consideration by the full Board of Directors.
- If a complaint concerns the Chair of the Board of Directors, it should be made to the Chair or Vice Chair (whichever is a CA board member) of the Board's Audit Committee for consideration by the full committee.

- Complaints involving human resources matters should be reported to the Director of Human Resources.

If a complaint is received by a person other than the one designated above, it must be referred by the recipient to the appropriate designated person.

B. Complaints by Persons Other Than CA Personnel

Individuals who are not CA Personnel may report these matters through the same channels outlined above.

2. Investigation of Reports

All complaints are to be considered as serious and shall be promptly addressed.

The PEO or other designee shall make an initial determination of whether an investigation of the allegations in the complaint is warranted. The PEO or other designee may determine that no investigation is warranted because, among other reasons:

- The allegations in the complaint, even if true, do not amount to a violation of any of the Ethics Policies.
- The party about whom the allegations are made is no longer with CA, and no other circumstances nor the nature of the allegations suggest that an investigation is warranted
- The allegations are so vague and unspecific that they are not credible or are not capable of being efficiently investigated
- The value of CA assets involved in the complaint is negligible

If the PEO or other designee determines that an investigation is not warranted, she or he within 30 days of receipt of the complaint shall report the complaint and the reasons for the determination not to investigate to the Audit Committee of the Board of Directors and CA's President or other person as appropriate.

If the PEO, President, Chair of the Board of Directors, Chair/Vice Chair of the Audit Committee or other designee, upon review of the complaint, determines that an investigation is warranted, he or she must within 30 days of receipt of the complaint inform the appropriate parties about the complaint and how the investigation will be handled. The appropriate parties for purposes of this paragraph are as follows:

- PEO will inform the Audit Committee and the CA President
- CA President will inform the Audit Committee
- Chair of the CA Board will inform the CA Board
- Chair/Vice Chair of the Audit Committee will inform the CA Board.

An exception to these reporting requirements may be made only in cases where one of these individuals is the subject of the investigation.

The PEO or other designee shall conduct the investigation or shall assign one or more appropriate individuals from within or outside CA to assist with and/or to conduct the investigation. CA may retain outside legal counsel to advise the investigators and/or to conduct the investigation. If an investigation by the Board or Audit Committee requires the assistance of an outside entity in conducting the investigation, such assistance should be obtained from individuals or entities with whom CA does not have an ongoing business/working relationship.

Investigations shall be carried out in accordance with applicable laws and CA policies and procedures.

The investigators may interview the person reporting the violation and any person whose conduct or actions are the subject of the complaint. Other persons with information that may be relevant may be interviewed in the discretion of the investigators. The PEO or other designated person will determine the manner in which the investigation will be conducted, and the extent of any communications with the person reporting the violation and any person whose conduct or actions are the subject of the report.

The investigators shall not be governed or bound by technical rules of evidence or procedure. Persons and entities may be asked to provide documentation and oral, written and/or transcribed statements. The investigators shall conduct further inquiries as they deem appropriate in order to review and address the concerns raised by the complaint or resulting from information learned during the investigation. The PEO or other person designated as responsible for the investigation will closely monitor the investigation to help facilitate timely and thorough review of the allegations.

The PEO or other designee responsible for the investigation, following the completion of the investigation, shall prepare findings, including but not limited to findings concerning whether anyone violated any aspect of the Ethics Policies or any other CA policy, and shall provide recommendations, if appropriate. Those findings and recommendations shall be submitted as follows:

- When the findings and recommendations are issued by the PEO, they shall be submitted to the Audit Committee of the Board of Directors and CA's President. CA's President shall determine what, if any, corrective action to take.
- When the findings and recommendations are issued by CA's President, they shall be submitted to the Audit Committee of the Board of Directors. CA's President shall determine what, if any, corrective action to take.
- When the findings and recommendations are issued by the Chair of the Board of Directors or the Chair of the Audit Committee of the Board of Directors, they shall be submitted to the Board of Directors, which shall determine what, if any, corrective

action to take. Such determination shall be made by majority vote in accordance with the voting procedure stated in the Bylaws of CA.

The findings and recommendations shall normally be in a written report unless the PEO or other designee determines that it is more appropriate to make an oral report. Any corrective action taken pursuant to this policy shall be set forth in writing and records of the corrective action shall be maintained by CA.

All CA Personnel have an obligation to cooperate with these investigations.

3. Corrective Action

Corrective action for violation of the Ethics Policies, for impeding the filing of a complaint or the conduct of an investigation pursuant to this policy, or for retaliation for protected conduct, may include appropriate discipline, up to and including termination. In the case of Board Members, such corrective action may include the Board of Directors' issuance of a reprimand or recommendation to the applicable Village Community Association that such Board Member be removed from the Board of Directors. In addition, the corrective action may include referring the information to an appropriate law enforcement agency if the investigation uncovers evidence of possible criminal conduct, and/or instituting a civil action to recover damages, loss or expenses incurred by CA.

In the event that the corrective action to be taken involves probation, suspension, reduction in compensation, demotion, and/or termination, or, in the case of Board Members, a reprimand or recommendation to the applicable Village Community Association that the Board member be removed from the Board, that individual shall be given an opportunity to discuss with or submit in writing to the person or entity determining the corrective action a request for reconsideration and the reasons for such reconsideration prior to the corrective action becoming effective.

The complaint, investigation, and report of the findings and recommendations shall remain confidential to the extent that it is still possible to conduct a proper investigation of the complaint, and such confidentiality does not conflict with any action necessitated by the report or CA policy.

CA employees may be placed on leave, suspended with or without pay, or reassigned pending the outcome of any investigation if the PEO or other designee makes a determination that any of these apply:

- The complaint raises such serious allegations that such interim action is warranted
- Such interim action is warranted due to conduct by the person(s) under investigation
- Such action is warranted as a result of related factors such as safety, workplace productivity, risk of retaliation, or the need to separate persons involved in or the subject of the investigation

Investigatory matters may also be referred to local law enforcement officials where appropriate.

4. Confidentiality

Complaints may be submitted anonymously, or the person submitting the complaint may request confidentiality (subject to the limitations on confidentiality contained in this policy). Anonymous reports can be made by contacting the **Ethical Advocate** ethics hotline (877-619-7909) or *ca.ethicaladvocate.com*. A complaint made under this policy is subject to the non-retaliation provisions set forth below.

5. Non-Retaliation

CA is committed to protecting individuals from interference, discrimination or retaliation for having made a good faith report under this policy.

No adverse action may be taken and retaliation is strictly prohibited, including, without limitation, intimidation, harassment, discrimination, coercion or otherwise, whether express or implied, against anyone who makes a good faith report or assists in an investigation of, or the fashioning or implementation of any corrective action or response made in connection with, any complaint. Any retaliation or attempted retaliation against any party making a report in good faith will be disciplined severely.

After a report has been received, the PEO or other person designated as responsible for the investigation shall review the work environment, the supervisory structure, performance evaluation arrangements, and other matters relating to the person making the report, and may consult with Senior Management members in order to make a determination regarding whether adjustments in supervision, job location or other job aspects should be made in order to reduce the risk of retaliation.

It is the intention of CA to take whatever action may be deemed appropriate to prevent and correct activities that violate this policy. Reports of retaliatory or discriminatory actions or interference should be reported as any other reportable act.

CA encourages all to raise concerns in good faith. However, CA Personnel are prohibited from knowingly making false, misleading or malicious complaints.

6. Records

The PEO shall maintain a written record of all complaints that shall identify the receipt of the complaint, the investigation if any, the report to the Audit Committee of the Board of Directors or Board of Directors, and the ultimate resolution, and include all documentation relating to the report. (If the complaint concerns the PEO, the record shall be maintained by CA's President or other appropriate person designated by CA's President.) A summary of reporting activity shall be prepared by the PEO and submitted to CA's President and Audit Committee of the Board of Directors at such intervals as they shall determine. The Audit Committee of the Board of Directors will notify the Board of Directors of reporting activity when they determine such

communication is necessary. Appropriate modifications shall be made to this preparation and submission process if the report concerns the PEO, CA's President, or Board Members.

All records shall remain confidential.

7. Interpretation

The interpretation, application and operation of this policy are the responsibility of the PEO and CA's President, subject to the oversight of the Board of Directors and/or the Audit Committee only as applicable in the case of a complaint concerning the President, Chair or a Board member.

8. Policy Distribution

A copy of this policy will be distributed to all CA Personnel promptly following the adoption of or amendments to this policy, and at such time as a person becomes a member of CA Personnel.

Approved by the CA Board of Directors on February 26, 2009

Revised and approved by the CA Board of Directors on July 7, 2011

Revised and approved by the CA Board of Directors on January 26, 2017

Updated for new ethics hotline information December 6, 2018