

February 2025

Dear Prospective Candidates:

Thank you for your interest in serving the Columbia community as a member of Columbia Association's (CA) Board of Directors.

This packet provides general information on Board members' roles and responsibilities, including a monthly overview of Board meetings, committees, compensation and time commitments, together with the ethics policies with which Board members are expected to comply.

Potential candidates for CA's Board of Directors are invited to attend an information session via Microsoft Teams on Thursday, February 20, 2025, beginning at 5pm. Information on how to access the session is posted on CA's website. For those who are not able to attend, the information session will be recorded and made available on CA's YouTube page.

The information session is an opportunity for prospective candidates to hear directly from the Chair of CA's Board of Directors, CA's President/CEO and Senior Vice President/CFO. It is designed to help candidates learn more about CA, the Board's roles and responsibilities and how service on the CA Board impacts the greater Columbia community. Additionally, the session will discuss CA's outreach in the community, both directly through CA programs and services and through our work with other organizations like the ten village community associations. You will also have the opportunity to ask the current Board Chair, a village manager representative and CA staff your questions. Our goal is to provide the information you need to help you make an informed decision about becoming a candidate in the upcoming election.

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

Sincerely,

Shawn MacInnes  
President/CEO



**Fiscal Year 2026 Overview and Information for  
Candidates Interested in Serving on the  
Columbia Association (CA) Board of Directors**

**February 2025**

FY2026 General Overview by Month  
CA Board of Directors

**CA FY2026 Quarters**

- 1<sup>st</sup> Quarter = May 2025 through July 2025
- 2<sup>nd</sup> Quarter = August 2025 through October 2025
- 3<sup>rd</sup> Quarter = November 2025 through January 2026
- 4<sup>th</sup> Quarter = February 2026 through April 2026

**Monthly Meeting Schedule**

This calendar does not reflect the regularly scheduled Board meetings throughout the year, generally held on the 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
<b>1<sup>st</sup> QUARTER</b>			
May	Thursday, May 8, 2025	7-9pm	<ul style="list-style-type: none"> <li>➤ <u>Annual Members Meeting</u> Annual meeting of the Members of CA to elect the CA Board of Directors. Set the time and date of the Organizational Meeting of the CA Board (usually immediately following the Annual Members Meeting).</li> <li>➤ <u>Organizational Meeting of the CA Board</u> Elect the Chair and Vice Chair of the Board. Discuss the rotation schedule for BOD membership on the Board Operations Committee, assignments to the Audit and Risk Management Committees, and elect CA Representatives to the Inner Arbor Trust Board of Directors. Reappointment of Officers of Columbia Association.</li> <li>➤ <u>Annual Meeting of the Columbia Council</u> Organizational Meeting of the Columbia Council to elect the Chair and Vice Chair of the Columbia Council</li> </ul>
May	Saturday, May 17, 2025	9am – 3pm	Board Orientation
May	Thursday, May 22, 2025	7pm	First CA Board of Directors (BOD) Meeting of FY2026.
Jun.	June 2025		CA Board establishes FY26 Goals.
Jul.			
<b>2<sup>nd</sup> QUARTER</b>			
Aug			No meetings
Sep			
Oct			

3 <sup>rd</sup> QUARTER			
Nov	November 2025		CA Board mid-year evaluation of President/CEO
Dec			
Jan			
4 <sup>th</sup> QUARTER			
Feb	February 2026		CA Board votes to approve the conditional FY27 budget.
Mar	March 2026		CA Board prepares the President/CEO's Evaluation for FY26
Apr	April 2026		CA Board reviews progress made toward FY26 Goals.
Apr	Thursday, April 23, 2026	7pm	Final CA Board of Directors meeting of the fiscal year.

The Columbia Council meets only once a year in early May to elect 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. There are also occasional closed meetings in compliance with the Maryland HOA Act.

## **Committee Meetings**

There are three Board committees that each meet regularly.

1. The Board Operations Committee (BOC) is composed of the Board Chair, Vice Chair, and CA President/CEO. The remaining eight members of the Board 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 meetings. The BOC generally meets once per quarter of the fiscal year, from May 1 through April 30.
2. The Audit Committee comprises 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 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 comprised of the CA Sr. VP & 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. 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. However, they do receive an individual Fit&Play membership, \$500 for Board-related services and programs, and appropriate electronic equipment.

## **Time Commitment**

Fellow Board members and senior staff should serve as resources, providing assistance, guidance, and insights to ensure the commitment is manageable.

The CA Board of Directors traditionally holds one meeting each month, excluding September, February, and April. There are no meetings scheduled for August. Board members are expected to participate actively in discussions, which require preparation and review of materials. The flow and duration of Board meetings are directly affected by the amount of advance preparation by Board members and staff.

In addition, Board members are expected to attend their community village association's regular meetings to act as a liaison between the CA Board and their respective village board. Email correspondence is associated with this role, and attendance at community events is encouraged to ensure Board members are active and engaged in Columbia.

### **Responsibilities of the CA Board of Directors**

- Be informed regarding CA's mission, services, policies, and programs.
- Formulate CA policies.
- Carry out fiduciary responsibilities of the CA Board, including oversight and approval of the CA budget and review of CA financial statements.
- Prepare for and regularly attend Board meetings as scheduled.
- Review agendas and supporting materials before CA Board meetings and otherwise prepare for them.
- Attend special events and functions of the CA Board and villages, as well as community-wide CA events.
- Present reports of CA Board actions at respective village board meetings.
- Work with CA's President/CEO to establish performance objectives.
- Evaluate the 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.
- Communicate with residents, articulate CA's goals, accomplishments, programs, and policies, and obtain their input.

Columbia Association, Inc.

# Code of Business Conduct and Policies



# Code of Business Conduct and Policies

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## 1.0

# Introduction

The general guidelines for conducting business on behalf of Columbia Association, Inc. (CA) could be contained in a single statement: Do the right thing, whether or not someone is watching.

To help all CA personnel understand what “the right thing” is, clearly stated guidelines will ensure that all are operating with the same understanding of what is expected.

This Code of Business Conduct and Policies (the Code) provides guidelines for all of CA. Sections 2.0 and 3.0, however, apply only to CA’s Board of Directors (the Board). Sections 4.0 and 5.0 apply to the Board and Senior Management. Section 6.0 applies to the Board, all employees, and volunteers.

The Code applies to all activities involving CA business including Board meetings and work sessions, committee and subcommittee meetings, email, social media, CA events and any other situation where a person could be considered to be representing CA in an official or semiofficial manner.

While the Code covers a wide range of circumstances, it cannot address every specific issue that may arise. If you are in doubt about a situation, you should consult with CA’s General Counsel.

A copy of the Code along with financial disclosure documents will be presented to Board members each year in advance of the organizational meeting, the receipt and acceptance of which must be acknowledged by signature. Columbia Council members joining the Board midterm will receive and sign the Code upon admission to the Board.

A copy of the Code will be presented to each member of Senior Management at the commencement of their employment (or at the beginning of each fiscal year), the receipt and acceptance of which must be acknowledged by signature. A copy of the Code will be included with the CA Employee Handbook for distribution to and acknowledgement by all CA staff.

## 2.0

# Board of Directors Standard of Conduct

The Board is CA's governing oversight body. Its ten elected members are CA's sole members. The Board plays a leading role in CA's strategic decision making and in setting strong, clear directions and priorities.

Maryland law classifies CA as a homeowners association (HOA) subject to the Maryland HOA Act as well as other federal, state, and local laws and regulations. The Board also operates in accordance with the CA Charter and Bylaws.

The Board ensures that CA realizes its vision and mission, and it monitors and oversees CA's operational performance.

The Board appoints a President/CEO to manage CA's day-to-day business operations, sets the President/CEO's compensation, provides direction, and monitors and evaluates that individual's performance. While the Board has oversight responsibilities, it does not manage day-to-day operations. While the Board may, on occasion, offer advice, comments or suggestions to the President/CEO, Board members do not direct or supervise staff members. Any questions or issues regarding operations should be addressed to the President/CEO.

As a matter of law, each Board member is obligated to act (i) in good faith, (ii) in a manner reasonably believed by them to be in the best interest of CA, and (iii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances. All of these duties are required by Section 2-405.1 of Maryland's Corporations and Associations Article.

As a practical matter, that means that Board members should:

- Be aware of and adhere to the CA Charter, Bylaws, Board-approved CA policies, and applicable laws.

- Be informed regarding CA's mission, vision, strategies, policies, services, and programs.

- Put CA's interests above their own individual interests and the interests of others.

- Regularly attend meetings and work sessions of the Board and applicable committees. Review agendas, supporting materials and prior meeting minutes before meetings and otherwise prepare for participation.

- Assess all available and pertinent information to exercise informed, independent judgment in making decisions.

- Carry out the responsibilities of the Board including formulation of strategic plans and policies, oversight and approval of the CA budget and review of CA financial statements.

- Work with the President/CEO to establish performance objectives and evaluate outcomes. Provide necessary support for the President/CEO to further CA goals.

- Share equitably in the work of the Board and serve on committees or the boards of affiliated organizations as assigned.

- Take responsibility for and follow through on assignments arising from meetings and work sessions of the Board and Board committees.

- Serve as an effective CA ambassador to their respective villages and the overall Columbia community.

- Report any observed Board or staff misconduct.

Remain in good standing with respect to all financial obligations, covenants, and regulations contained in CA's Declaration and in the governing documents of the applicable Village Community Association that elected them as a Columbia Council Representative.

### 3.0

## Restrictions on Board Members' Activities

Board members shall not:

Conduct themselves in a manner that assumes any greater rights or privileges than other members of the Columbia community.

Speak for or act on behalf of CA unless specifically authorized to do so. They will be considered to be acting as a CA representative when:

- carrying out work or volunteer duties on behalf of CA;
- attending a CA meeting or event sponsored by CA;
- attending an outside meeting as a CA representative;
- wearing a name badge or clothing designating them as a CA representative; or
- communicating via a CA email account or on CA stationery.

Engage in any communications, whether or not on behalf of CA, that defames another Board member or CA employee.

Discuss or release the confidential proceedings of the Board, except with or to another Board member, or discuss or release confidential CA information with or to anyone other than another Board member or a member of Senior Management who is authorized by CA to have such information.

Act in a way that is intended to intimidate or harass others in the conduct of their responsibilities.

Interfere with the duties of other Board members, corporate officers or CA employees.

Knowingly misrepresent facts or the Board's position on issues.

Simultaneously serve on the Board and as a sworn public officer.

Be compensated for service other than one free activities membership and a gift card. (Board members will, however, be reimbursed for attendance at relevant conferences and meetings or other activities that are reasonably related to CA business. Any CA business expenses must be documented and recorded accurately for reimbursement.)

Accept any loans from CA other than ordinary travel and expense advances.

Assist or represent for compensation another party in any matters involving CA while on the Board or within one year after the end of service on the Board.

Use the CA email system to conduct personal business.

Use any non-CA email system (including personal email) to conduct CA business (including Board business).

While on the Board or within one year after the end of service on the Board, assist or represent another party for compensation in a case, contract or other matter involving CA, or be employed

by or enter into any contract for compensation with CA either personally or in a manner from which they would benefit. (Reimbursement for personal expenses is permitted.)

#### 4.0

### Civility Policy

Thoughtfulness and respect must govern behavior of Board members and Senior Management. The Board and Senior Management shall:

- Be civil to one another and the CA staff and treat all with respect.
- Engage in open discussions that encourage and regard others' positions.
- Not interrupt others while they have the floor and wait their respective turns to speak.

The Board must speak through unified messages. Board members will strive for consensus but agree to disagree based on the merits. If consensus cannot be reached, both positions will be recorded to mutual satisfaction. Any inquiries from the public or from the media should be directed to the President/CEO or the Board's Chair or if from the media, the Senior Manager of Media Relations & Communications. In addition, a Board member may speak on issues in their capacity as a private individual, consistent with the provisions of Section 6.10 below.

#### 5.0

### Conflict of Interest Policy for Board Members and Senior Management

**5.01 Conflict of Interest Defined.** A 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 conflict of interest also exists when a member of 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.

Any position or connection, whether paid or unpaid, that might reasonably be expected to interfere with one's objectivity, job performance, judgment or diligence in protecting and promoting the interests of CA creates a conflict to the extent that they might place their 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 has made an informed decision that CA will not pursue that opportunity); or a debt to CA, other than for amounts due for ordinary travel and expense advances.

Board members and Senior Management should not have any member of their immediate family

receive remuneration for work performed for CA, except when the family member is a dependent child employed on a seasonal basis, unless disclosed in advance in writing to the Ethics Panel and approved by the Ethics Panel.

#### **5.02 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 Principal Ethics Officer (PEO) and the Board, 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.

In the context of approval of a contract, the Board 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 shall not approve the contract unless it is determined (by a majority of the disinterested Board members) that:

- entering into the contract is in the best interests of CA and consistent with CA's mission;
- the contract is fair and reasonable to CA; and
- the contract would not result in creating an appearance of impropriety that might impair confidence in, or the reputation of, CA.

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

Each Board member and member of Senior Management shall annually complete a Conflict of Interest Financial Disclosure Report and shall be responsible to supplement that report if any additional conflicts of interest arise in the course of the year. The PEO shall review and maintain a file of all such reports and advise the Audit Committee of the Board at least once each year regarding compliance with this requirement. For Conflict of Interest Financial Disclosure Reports submitted by the Board, President/CEO and Senior Leadership Team, the PEO will provide copies to the Ethics Panel for review. For all other members of Senior Management, the PEO will determine if and when a conflict of interest or potential conflict of interest disclosed in any report should be brought to the attention of the Board.

## 6.0

### **General Code of Business Conduct**

Board members, CA staff and volunteers are expected to conduct themselves in a way that avoids even the appearance of improper behavior. In the event of any concern regarding the lawfulness of a CA action or activity, an individual should consult with CA's General Counsel. Any ethical violation should be reported according to the procedures established in CA's Policy for Reporting Violations of the Code of Business Conduct and Policies. CA prohibits retaliation of any kind for good faith reports of misconduct.

**6.01 Equal Opportunity.** CA is an Equal Opportunity Employer and embraces staff and

volunteers who can contribute to the diversity of the organization. Over and above non-discrimination, CA's mission includes engaging its diverse community and meeting the evolving needs of a dynamic and inclusive community.

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. Accordingly, abusive, harassing, or other offensive conduct, whether verbal, physical, or visual is strictly prohibited.

Any person who believes that they have been subjected to, or observe others being subjected to, unlawful discrimination, harassment, or intimidation by CA staff, Board members, or contractors, vendors, customers, or other individuals with whom CA has, or expects to have, a business relationship, is expected to report such conduct.

**6.02 Drug-free Workplace.** CA prohibits the inappropriate use of drugs and alcohol. The illegal possession, distribution, or use of controlled substances on CA premises or at CA functions is prohibited. Participating in CA functions while under the undue influence of alcohol or drugs and/or the abuse of alcohol or medications are violations of CA policy.

**6.03 Conflicts of Interest.** Members of the Board and Senior Management are subject to the Conflicts of Interest policy in Section 5 above. Nevertheless, all CA personnel are expected to be mindful of conflicts of interest and potential 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 their 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 an individual's 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 receives improper personal benefits as a result of your CA position.
- 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 to avoid 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. Persons subject to this policy have an obligation to avoid any conflict of interest and, where avoidance is not feasible, to disclose the situation to their immediate supervisor, a team leader, the Director of Human Resources, Diversity, and Inclusion, the PEO, the Chair of the Board, the Chair of the Audit Committee of the Board or the Ethics Panel, as applicable. Any of these parties should be consulted if there are questions about the policy and/or how it applies. All persons who become aware of a potential or actual or apparent conflict of interest, whether involving themselves or any other party, must follow the procedures described in the Code and in the Policy for

Reporting Violations of the Code of Business Conduct and Policies.

**6.04 Gifts, Entertainment, Kickbacks, and Illegal Payments.** Individuals, their immediate family members, and agents of CA are generally prohibited from accepting, offering, or providing gifts or entertainment to or from any person or entity that does business with CA or is affected by CA actions or policies. CA personnel and Board members are specifically prohibited from accepting any such gift with a value exceeding \$50.00, or a series of gifts with a total value exceeding \$200.00 in a one-year period, from any one person or entity as such gifts are deemed excessive in value. CA personnel and Board members receiving a request for such a gift must report it to the PEO. Any CA team member that is offered tips should consult with a team leader or the Director of Human Resources, Diversity, and Inclusion. 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, Diversity, and Inclusion or the PEO.

Gifts considered acceptable are:

Meals and beverages consumed in the presence of the donor or sponsoring entity.

Ceremonial gifts or awards that have insignificant monetary value.

Gifts and tickets or free admission extended to a board member to attend a charitable or cultural event, if the purpose of this gift or admission is a courtesy extended to CA or the Board.

Gifts from a person related by blood or marriage or another individual who is a member of the recipient's household.

Attendance at events or activities of Columbia Village Community Associations.

Kickbacks to or from any person are strictly 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, anyone may not use agents, consultants, independent contractors, or other representatives to do indirectly what they could not do directly under this Code or any other applicable law, rules, or regulations.

**6.05 Contest Awards.** All persons subject to the Code and their immediate family members 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.

**6.06 Misuse of Assets.** Everyone has an obligation to protect CA's assets from misuse or misappropriation. CA's assets include tangible assets, such as products, equipment, and facilities, as well as intangible assets, such as intellectual property, trade secrets, reputation, and business information. No one may take or make use of CA assets for personal use, for use by another, or for an illegal or improper purpose, or dispose of or destroy anything of value belonging to CA without proper authorization.

**6.07 Corporate Opportunities.** As an individual bound by the Code, 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, you are prohibited from taking for yourself or directing to others business



opportunities that are obtained through the use of CA property, information, or your position.

**6.08 Confidential or Proprietary Information.** Individuals must not disclose any confidential or proprietary information to any person or entity outside of CA, either during or after service with CA, except with written authorization or as may be required by law. All persons are prohibited from using confidential or proprietary information for their own personal benefit or the benefit of persons or entities outside CA.

Proprietary information includes but is not limited to non-public information relating to CA's operations; documents identified as confidential; non-public information about discussions and deliberations relating to business issues; and decisions between and among Senior Management and Board members.

Proprietary information may be encountered in many forms such as documents, electronic media, or even business conversations. It does not include information that:

is or becomes publicly available without breach of this Code, although Board members shall not confirm or deny the accuracy of hearsay information without Board authorization;

is or becomes known or available through a third party that did not acquire or disclose it in breach of a duty of confidentiality or by a wrongful or illegal act; or

is subject to disclosure under the Maryland HOA Act.

Proprietary or confidential information may not be disclosed outside CA unless required by law or specifically authorized by the appropriate team leader or officer of the Board.

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 arrangement also must be protected accordingly.

Individuals subject to the Code are required to protect the confidentiality of all proprietary information after their relationship with CA ends. They shall not retain such information or disclose it, or use it for any purpose, at any time after leaving CA. They 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 arrangement against third parties.

**6.09 Competition and Fair Dealing.** CA provides services to the Columbia community fairly and honestly. CA shall never seek competitive advantages through unethical or illegal business practices.

Theft or unauthorized use or disclosure of confidential or proprietary information belonging to an outside party or the possession of trade secret information that was obtained without the owner's consent is prohibited.

CA personnel and Board members shall respect the rights of and deal fairly with the residents and businesses of Columbia and CA's customers, vendors, competitors, and their personnel. CA personnel and Board members shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair practices.



**6.10 Outside Communication.** CA shall provide full, fair, and accurate disclosure in all public communications and follow all applicable laws, rules, and regulations.

Unless specifically authorized to do so, anyone shall not speak or act on behalf of CA or the Board or appear to do so. Any inquiry from the media should be referred to CA's Senior Manager of Media Relations & Communications.

As a private individual subject to the Code, you have the right to speak on issues in any public forum, social media platform or other vehicle. When you speak as an individual, it is critical that you expressly state that you are not speaking in your role as a CA employee or Board member.

**6.11 Network Use, Integrity, and Security.** In order to maintain systems integrity and protect CA's network, 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 without notice any use of the CA email or any other electronic communications system maintained by CA. Access to CA systems may 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. As applied to individual conduct, these policies include, but are not limited to, the following:

- You shall not divulge any passwords used to access CA computers or databases.
- You shall not engage in the unauthorized use, copying, distribution, or alteration of CA computer software.
- Only software approved by CA's IT Department is authorized for use within CA's network.

You must adhere to all terms of use of all CA computer software.

Any suspected misuse or breach of network security must be reported immediately to the CA's IT Department.

**6.12 Health and Safety.** CA shall provide a safe and healthy work environment. All persons must follow safety and health rules and practices and report accidents, injuries and unsafe equipment, practices, or conditions.

**6.13 Financial Management and Record Keeping.** CA shall make full, fair, accurate, timely, and clear disclosures in periodic reports and in public statements. 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. Every person authorized to make expenditures or enter into transactions on behalf of CA must ensure that all transactions are recorded properly.

All of CA's books, records, accounts, and financial statements must be maintained in reasonable detail, appropriately reflect CA's transactions, and conform both to applicable legal requirements and to CA's system of internal controls. All records shall fairly and accurately reflect, in reasonable detail, CA's assets, liabilities, revenues, and expenses. All transactions shall be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.

Anyone aware of issues that might impact the financial statements or business operations of CA shall make full disclosure to their immediate supervisor, a team leader, the Director of Human Resources, Diversity, and Inclusion, or CA's General Counsel.

Records and communications frequently become public. Exaggeration, derogatory remarks,

guesswork, or inappropriate characterizations of people or organizations are prohibited. This applies to email, internal memos, website and social media postings, blogs, and formal reports. Records shall 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 prohibited. 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. Should any person believe that CA records are being improperly altered or destroyed, they should report it.

**6.14 Business Expenses.** Business expenses shall be documented and recorded accurately. Questions as to whether a particular expense is legitimate should be directed to an immediate supervisor, team leader, or the Director of Human Resources, Diversity, and Inclusion. Rules and guidelines are set forth in CA's Procurement Card Policy and Travel Policy, and are available from the Finance and Purchasing Departments.

**6.15 Audits and Investigations.** All persons shall cooperate with CA representatives and relevant authorities in internal and external audits, government investigations, and other activities to the fullest extent of the law. Any request for information, complaint, or other inquiry from a governmental organization shall be forwarded directly to CA's General Counsel. Likewise, any questions as to how to proceed should be directed to the General Counsel.

**6.16 Political Activity.** Individuals are free to engage in political activity, including endorsement of candidates for political office, when they make it clear that they are acting in their individual capacity, not as a CA representative. In no way, however, should activities of CA personnel or Board members be performed in such a manner as to indicate that CA supports a specific candidate. No CA resources may be used and no one shall use their CA title in connection with any political endorsement or support. CA personnel and Board members will be considered to be acting as a representative of CA and must not engage in political activity when:

- 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 them as a representative of CA; or
- communicating with a CA email account.

# ACKNOWLEDGEMENT

This acknowledges that I have received, I have read, and I understand, and I agree to conduct myself in accordance with, the above-set forth Columbia Association, Inc. Code of Business Conduct and Policies.

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

**Print Name** \_\_\_\_\_

WITNESS:

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

**Print Name** \_\_\_\_\_

[Financial disclosure forms to be attached for signature]

\*To be signed by each member of the Board of Directors and each member of Senior Management for filing in the records of the Board of Directors.

# GLOSSARY

**Ethics Panel** - This is an independent panel of three attorneys, established by the Board to assist and advise CA from time to time on ethics issues, including by investigating complaints and rendering advisory opinions and recommendations on matters involving the Board and Senior Leadership Team, and receiving and reviewing financial disclosure reports.

**Senior Leadership Team** - This is a group of the most senior staff in the organization that includes the (1) President/CEO, (2) Senior Vice President and CFO, (3) Vice President of Community Operations, (4) Vice President of Community Programs and Services, (5) General Counsel, (6) Director of Human Resources, Diversity and Inclusion, (7) Director of Finance/Treasurer, (8) Director of Audit and Advisory Services, (9) Director of Information Technology, and (10) Director of Marketing. The composition of the Senior Leadership Team may change at the President/CEO's sole discretion.

**Senior Management** - This is a group of employees that includes (1) the President/CEO, (2) each Vice President, (3) each Department Director, (4) each member of the Office of General Counsel, (5) each member of the Office of Audit and Advisory Services, (6) the Treasurer, (7) the Comptroller, (8) each member of the Purchasing Division, (9) each Division Director and (10) each Assistant Division Director. These employees are subject to additional requirements pertaining to civility and conflicts of interest and are also required to complete CA's Conflict of Interest Financial Disclosure Report annually.

**Volunteer** - A volunteer is an individual who freely offers their time and labor for the benefit of the community through a CA-organized event, program, community work group or advisory committee.

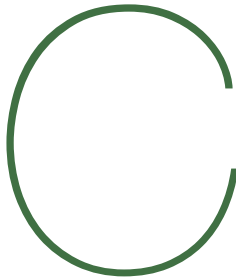


Columbia Association, Inc.

# Policy for Reporting Violations of the Code of Business Conduct and Policies



## Policy for Reporting Violations of the Code of Business Conduct and Policies



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.

**1.** The procedures under this policy are intended to:

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

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

- a. Establishes a procedure for making verbal or written complaints and reports under CA's Code of Business Conduct and Policies (the Code) and otherwise regarding CA's operational practices or allegedly fraudulent and/or unethical business practices.
- b. Establishes a procedure for the receipt, review and possible investigation of and response to such complaints.
- c. Establishes a procedure for the retention of records concerning all such complaints and any investigation, resolution or report regarding the complaint.
- d. 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.

Any complaint made under this policy, any investigation and/or proceeding pertaining to the complaint, and any outcome of such investigation or proceeding -- other than a public reprimand, suspension, expulsion or other outcome that necessarily involves disclosure -- shall be considered confidential. CA Board members may not submit anonymous ethics complaints against other Board members.

## **A. Making a Complaint**

Any person may report allegations of suspected illegal or unethical conduct. CA encourages that all complaints be made in writing, on the complaint form that CA shall make available, 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.

### **1. Complaints by CA Personnel**

Any CA Personnel (which includes any CA team member, team leader, officer or member of the Board) 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. Members of the Board, officers and members of the Senior Leadership Team are required to report such matters.

Complaints should be directed to the following designees:

Complaints concerning any member of the Board or any member of the Senior Leadership Team should be reported to the Ethics Panel in accordance with the charter of the Ethics Panel as adopted by the Board.

All other complaints should be made to CA's Principal Ethics Officer (PEO). The PEO of CA is CA's General Counsel.

If a complaint is received by a person other than the individual designated above, it must be referred by the recipient to the appropriate designated person or entity. The PEO may refer complaints involving human resources matters to the Director of Human Resources, Diversity, and Inclusion for handling.

### **2. Complaints by Persons other than CA Personnel**

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

## **B. Investigation of Reports**

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

Complaints made to the Ethics Panel will be considered by the Ethics Panel in accordance with the charter of the Ethics Panel approved by the Board.

With respect to complaints made to the PEO, the PEO shall make an initial determination as to whether an investigation of the allegations in the complaint is warranted. A determination that no investigation is warranted may be made because, among other reasons:

The allegations in the complaint, even if true, do not amount to a violation of the Code.

The party about whom the allegations are made is no longer with CA, and neither 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 allegations contain facially unreliable or insufficient information.

The complaint is patently frivolous or trivial.

The value of CA assets involved in the complaint is negligible.

If the PEO determines that an investigation is not warranted, the PEO, within 15 business 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 and CA's President/CEO.

If the PEO, upon review of the complaint, determines that an investigation is warranted, the PEO must within 15 business days of receipt of the complaint inform the CA President/CEO and the Audit Committee.

The PEO 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.

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 at the discretion of the investigators. The PEO 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, following the completion of the investigation, shall prepare findings, including but not limited to findings concerning whether anyone violated any aspect of the Code or any other CA policy, and shall provide recommendations, if appropriate. Those findings and recommendations shall be submitted to the Audit Committee of the Board and CA's President. CA's President shall determine what, if any, corrective action to take.

The findings and recommendations shall be in a written report setting forth findings of fact, conclusions concerning whether the subject of the complaint violated the Code or any other CA policy, and recommendations, if appropriate. 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.

The subject of a complaint shall be timely notified that a complaint has been filed and of the manner in which the complaint has been resolved.

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

### **C. Corrective Action**

Corrective action for violation of the Code, 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 a member of the Board, such corrective

action may include the Board's issuance of a reprimand, removal, or such other corrective action as may be recommended by the Ethics Panel and approved by the disinterested members of the Board, pursuant to the Ethics Panel Charter. 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 removal in the case of a Board member, 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 it is determined that:

- 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; or
- 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.

#### **D. Confidentiality**

Complaints, other than complaints by one Board member against another, 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](http://ca.ethicaladvocate.com). A complaint made under this policy is subject to the non-retaliation provisions set forth below.

#### **E. 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 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 members of the Senior Leadership Team 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.

#### **F. 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, 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/CEO or other appropriate person designated by CA's President/CEO.) A summary of reporting activity shall be prepared by the PEO and submitted to the Audit Committee of the Board at such intervals as they shall determine. The Audit Committee of the Board will notify the Board of reporting activity when the Audit Committee determines such communication is necessary or appropriate.

All records shall remain confidential.

#### **G. 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.

#### **H. 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.

