



Kansas City Area Transportation Authority

## **RideKC Development Corporation Board of Directors Meeting**

Wednesday, July 25, 2018 - 2:00 PM

KCATA Breen Building | 1200 E 18<sup>th</sup> St. | Large Conference Room | KCMO 64108

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### **Agenda**

- I. Call the Meeting to Order - Chair.
- II. Determination of Presence of Quorum.
- III. Approval of February 28, 2018 Meeting Minutes
- IV. Action Item
  - a. Review and Adoption of Code of Ethics - P. Hurley
- V. Budget Discussion - B. Starner & P. Hurley
- VI. Report of Recent KCATA Development Activity - B. Starner
- VII. Community Builders of KC Presentation-Shannon Hesterberg, Dir. of Real Estate Development
- VIII. Updates/Information
  - a. RideKC Development Corporation IRS Approval
- IX. New Business.
- X. Old Business.
- XI. Roundtable Comments: Updates from Directors
- XII. Adjournment.

# CODE OF ETHICS FOR RIDEKC DEVELOPMENT CORPORATION

## I. PURPOSE

Officials of the RideKC Development Corporation (“Corporation”) are responsible to act for the benefit of the public and not use their employment or positions for financial or personal gain. They are bound to uphold the United States Constitution and the Constitutions of the States of Kansas and Missouri, and the applicable statutes.

This Code of Ethics for the Corporation is intended to establish minimum ethical standards of conduct expected of those individuals who carry out the duties and obligations of the Corporation and to encourage transparency in the performance of those duties and obligations.

These provisions of this Code may not be the exclusive requirements for ethical behavior. If there is any conflict between this Code and any other provision of law, every effort will be made to interpret the provisions together. If it is impossible to reconcile the provisions, the more restrictive will apply.

This Code shall apply to all officials, as such are hereafter defined, of the Corporation during the term of office or time of employment with the Corporation.

## II. DEFINITIONS

As used herein, the following terms shall have the meaning set forth unless the context clearly implies otherwise.

- A. **Corporation** means the RideKC Development Corporation as established by law.
- B. **Board** means the aggregate of all appointments to the Corporation.
- C. **Contract** means any arrangement or agreement pursuant to which any material, service or other thing of value is to be furnished to the Corporation for consideration.
- D. **Domestic Partner** means an adult, unrelated by blood, with whom an unmarried or separated official has an exclusive committed relationship, maintains a mutual residence and shares basic living expenses.
- E. **Financial benefit** means money, service, license, permit, contract, authorization, loan discount, travel, entertainment, hospitality, gratuity or any promise of any of these or anything of value.
- F. **Household** includes anyone whose primary residence is in the official’s home.

- G. **Immediate family member** means a spouse or unemancipated child, or a domestic partner and the domestic partner's unemancipated child.
- H. **Interest** means a pecuniary, property or commercial interest or any other interest the primary significance of which has been, will be or might be the realization of economic gain or the avoidance of economic loss to an official or to any domestic partner or immediate family member of such official whether direct or indirect. Interest shall not include any matter of general and public benefit nor include any interest in a corporation unless the aggregate amount of such interest exceeds 5% of the class of outstanding stock or control of the corporation.
- I. **Official** means a member of the board, the President or any vice president.
- J. **President** means the chief administrator of the Corporation.

### III. ETHICAL STANDARDS

It shall be the duty of all officials to adhere to the standards set forth herein as a minimum.

- A. No official shall request or permit the use of Corporation owned or leased vehicles, equipment, materials or property for personal convenience or profit unless such vehicles, equipment, materials, or property is generally available to the public at large or is required by the official to carry out such official's duties and obligations.
- B. No official shall accept any items whether tangible or intangible which would be considered in value of excess of \$200 in any single occurrence and \$1,000 aggregate during the course of one calendar year. For purposes of this standard any "item" shall include money, products or merchandise, contracts, meals or beverages, services, loans or forgiveness of loans or discounts not generally extended to the public at large. This standard is not intended to prohibit gifts among family members, campaign contributions, charitable contributions, or reimbursement for services to the Corporation.
- C. No official shall make any promise, private in nature, the performance of which would require such official to act beyond the proper scope of the duties of the office or to act in a manner which would or could compromise the integrity of the Corporation.
- D. No official shall reveal any information received through the official's scope of service which by law is confidential.
- E. Conflict of Interest. Except as provided herein no official shall have a substantial interest in or engage in any of the following activities:

1. Employment and compensation in other capacities.
  - i. A Board official cannot be employed in an executive or administrative capacity or position at the Corporation.
  - ii. Officials serving in an executive or administrative capacity may not be paid to perform any service for one (1) year after they leave Corporation employment or service by which the attempt to influence a decision of the Corporation in which they were a member, officer, employee or over which they had supervisory authority.
2. Financial gain and influencing decisions. An official cannot take part in:
  - i. Making decisions that may financially impact themselves or their family when the vote would provide them, their spouse, or dependent child(ren) a special monetary benefit which is not provided to everyone in the same class.
  - ii. Using their decision making authority for the purpose of obtaining a financial gain which materially enriches themselves or their spouse or dependent child(ren) for the purpose of coercing or extorting from another anything of actual monetary value.
  - iii. Confidential Information: Officials may also not use or disclose confidential information obtained in their official capacity or during employment with the intent of financial gain for themselves, their spouse, any dependent child(ren), or any business with which they are associated.
  - iv. Any official participating in any manner where they attempt to influence any decision of the Corporation when they know the result of the decision may be the acceptance of the performance of a service or the sale, rental, or lease of any property to the Corporation for consideration in excess of \$500 per transaction or \$5,000 annually to:
    1. Themselves, their spouse or dependent child(ren) in custody UNLESS the transaction is made after public notice, competitive bidding (other than real property), and the bid accepted is the lowest bid; OR
    2. Any business with which they are associated unless the transaction is made after public notice for real property and public notice or competitive bidding for the other property. The official's bid must be lowest received.
3. Hiring or voting to hire individuals related by blood or marriage (nepotism).
  - i. Nepotism is when an official by virtue of his or her office or employment names, appoints, hires or influences another officer's decision to hire any family member or domestic partner.

4. No official shall engage in any business with the Corporation either directly or indirectly which is inconsistent with the conscientious performance of their duties.
  5. Performing a service or conducting a business transaction with the Corporation.
    - i. An official may provide/perform services for or sell, rent or lease property to the Corporation in an amount over \$500 per transaction or \$5,000 per year, ONLY IF, public notice and competitive bidding occurred AND the awarded bid is the lowest bid received. (The official must not participate in the vote to award the contract, request for bidding process, receive any confidential information related to the bid for services, or any other decision related to the contract post award).
    - ii. If an official does have a transaction, it must be disclosed to the Board or in a Personal Financial Disclosure statement.
- F. Disqualification. Board officials should recuse themselves from any Board matter, vote or meeting where an indirect or direct conflict of interest may or actually exist.
1. Withdrawal required. An official or employee must refrain from acting on or discussing, formally or informally, a matter before the Corporation, if acting on the matter, or failing to act on the matter, may personally or financially benefit a) himself or herself; a member of his or her household, his or her spouse or domestic partner, or the employer or business of any of these people; b) a sibling or step-sibling, step-child, parent or step-parent, niece or nephew, uncle or aunt, or grandparent or grandchild of either himself or herself, or of his or her spouse or domestic partner, or the employer or business of any of these people; or c) a nongovernmental civic group, union, social, charitable, or religious organization of which he or she (or his or her spouse or domestic partner) is an officer, director, or board member, or which he or she holds any other position on the organization's administrative or governing body. Such official should join the public if the withdrawal occurs at an open meeting, or leave the room if it is a closed meeting.
  2. Involuntary withdrawal. A Board member may be requested to withdraw by another Board member from participation in a matter, for the reason that he or she has a conflict of interest. If the member decides not to withdraw, the member must announce in an open session of a meeting of the board or agency why the member will not withdraw from participating in the matter.
  3. Reasons for voluntary withdrawal. Withdrawal at a meeting requires the public announcement on the record, of the reason for withdrawal.
  4. No appearance of impropriety. By disclosure and recusal pursuant to this section, there is no appearance of impropriety.

- G. The Board may require officials annually file with the Corporation a conflict of interest and personal financial disclosure statements. The execution of any conflict of interest or personal financial disclosure statements will not be considered a violation of this ethics code.
- H. The President's office should be notified prior to when an official will be at the Corporation administrative offices or on the KCATA campus anytime other than scheduled Board or Committee meetings.

IV. TRAINING - Orientation and training for Board Officials.

- A. Board officials shall receive orientation training on ethics after appointment to the Board. The President shall provide this training. The President may delegate specific matters for presentation to the officials. Training provided by the President shall include, at a minimum, the following:
  - 1. Rights and responsibilities of the Chairperson and Board officials;
  - 2. Board actions and procedures;
  - 3. Code of ethics;
  - 4. Conflicts of interest;
  - 5. Personal financial disclosure requirements.
- B. The general counsel shall provide an explanation of the procedures required for Board action and procedures that may be considered by the Board.

V. ENFORCEMENT

- A. Any individual who has reason to believe that there has been a violation of this Code by any official may file notice of such alleged violation with sufficient detail and facts to explain the allegation. Such notice shall be filed with the Chairperson or President. The President may adopt procedures for such filing. Any ethics investigation set forth in this subsection may be performed by third party investigator.
  - 1. If the allegation is made against a Board official, the President shall refer the allegation to the Chairperson of the Board for investigation unless the violation is alleged against the Chairperson, in which case the Vice Chairperson will investigate.

2. Any violation by a Board official shall be enforced by the Chairperson of the Board unless the allegation is against the Chairperson in which case the Vice Chairperson shall be responsible for enforcement.
3. If the allegation is made against the President, the Chairperson shall investigate the allegation. Any violation of this Code by the President shall be enforced by the Board.
4. If the allegation is made against a non-Board official other than the President, the President shall investigate the allegation. Any violation of this Code by an official shall be enforced by the President.
5. If the Chairperson of the Board or the President has cause to believe that a violation of the Code of Ethics has occurred, the Chairperson or the President may pursue investigation independent of any notice filed by a third party.
6. The Chairperson of the Board or President shall investigate the any alleged violation of this Code and may request the assistance of any other person including the Corporation's general counsel. After completion of the investigation, the Chairperson or the President shall enter a finding that the official is in violation or is not in violation of this Code.
7. A non-Board official may appeal a finding or determination that no violation exists. Such appeal shall be taken to the full Board.
8. Any official may request an interpretation from the Chairperson of the Board or the President and such interpretation shall be binding only as to the specific request made and shall not apply to any future situations.

## VI. CONFIDENTIALITY

Except as otherwise require by law, all proceedings and investigation shall be considered a personnel matter and shall be deemed confidential.

## VII. SANCTIONS FOR VIOLATIONS

- A. For any finding of a violation of the Code of Ethics, the following actions may be taken as to any Board official:
  1. A letter of reprimand may be sent to the official.
  2. A copy of the letter may be sent to the appointing entity.

3. The matter may be referred to the appropriate law enforcement officer if such violation constitutes a violation of any other law.
- B. For any finding of a violation of the Code of Ethics, the following actions may be taken as to any non-Board official:
1. A letter of reprimand may be sent to the official;
  2. A copy of the reprimand letter may be placed in the official's file
  3. A letter stating further action such as suspension, demotion or termination may be taken pursuant to applicable personnel policies.
  4. The matter may be referred to the appropriate law enforcement officer if such violation constitutes a violation of any other law.
- C. Any written finding involving an allegation of a violation of this Code shall be placed in a permanent file to be maintained by the Corporation.

ADOPTED by the Board of Commissioners on this \_\_\_\_\_ day of July 2018.

Date: \_\_\_\_\_, 2018

RideKC Development Corporation

By: \_\_\_\_\_

Name: Daniel Serda

Title: Chairman

By: \_\_\_\_\_

Name: Sean O'Byrne

Title: Secretary/Treasurer



## **RideKC Development Corporation Ethics Pledge**

I hereby pledge to adhere, the best of my ability, to follow the code of ethics.

1. I will perform all of my ethical and legal duties, including those specified in this code of ethics in good faith, interpreting them with integrity, sincerity, and a commitment to advance rather than evade or circumvent their spirit and purposes.
2. I will treat my office as a public trust, only using the powers and resources of public office to advance public interests, and not to attain personal benefits or pursue any other private interest incompatible with the public good.
3. I will not reveal confidential or sensitive information, either anonymously or with personal attribution, unless I have good faith belief that there is a compelling public interest in revealing the information.
4. I will neither seek nor accept any form of personal benefit for performing my duties promptly, efficiently or fairly, or for the exercise of appropriate but discretionary representational authority.
5. I will take steps to assure that constituents and others who may be affected by public policies have a fair and equal opportunity to express their concerns, grievances and ideas without regard to their willingness or ability to provide me with personal benefits or political support.
6. I will not use Corporation employees on Corporation time or Corporation property for private benefit.
7. I will not use, or allow others to use, the authority, title, or prestige of my office for the attainment of private financial, social or political benefits in any manner that is inconsistent with public interests.
8. I will not, during or after the term of my office, engage in any act or transaction which reasonably appears to sell or lend the stature and prestige of my office or otherwise creates a general perception that I have exploited my public position for private gain, or the gain of another.
9. I will not use or seek to use Corporation facilities or employees, on Corporation time, for political party activities, campaigning, fund raising, or other partisan or personal political activities.
10. I will not accept gratuities or engage in financial relationships that might reasonably be construed to affect my judgment or actions.

Name: \_\_\_\_\_

Date: \_\_\_\_\_

Title: \_\_\_\_\_