

District Code of Ethics

Introduction

The Northeast Ohio Regional Sewer District (NEORS) Board of Trustees (Board) has adopted a Code of Ethics for all NEORS employees, including the Board and staff.

The Board adopted the Code for the following reasons:

- To increase public confidence in the integrity of NEORS.
- To ensure that all Board Members and employees are independent and impartial, as well as preserve the appearance of being independent and impartial, in the performance of their job duties.
- To ensure that service to, and employment by, NEORS is not used for private benefit.
- To demonstrate the high level of integrity of NEORS employees by establishing standards for ethical conduct.
- To eliminate conduct not consistent with good ethical practices, without creating unnecessary barriers to public service.

It is the responsibility of each and every employee to become familiar with his or her obligations under the Code of Ethics and to comply with the applicable requirements. Further, it is stressed that the obligations under the Code of Ethics are an ongoing responsibility of each employee, regardless of any requirement of periodically documenting compliance with them.

This Code of Ethics is in addition to any ethical duties otherwise placed upon an individual by law or profession. The NEORS Law Department, and the Ohio Ethics Commission, will assist anyone with questions they may have regarding their ethical obligations as a public servant.

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Code of Ethics for Trustees and Other NEORS D employees of the Northeast Ohio Regional Sewer District

1.0 Purpose and Scope

It is essential to the proper administration and operation of the Northeast Ohio Regional Sewer District that its Board of Trustees, Senior Staff, and all other NEORS D employees are and give the appearance of being independent and impartial; that service to and employment by the NEORS D not be used for private benefit; and that the public have confidence in the integrity of the NEORS D as a public agency. In recognition of these goals, the NEORS D has adopted this Code of Ethics.

The purpose of this Code is to establish standards of ethical conduct applicable to the Board of Trustees and other NEORS D employees in the discharge of their official duties, by prescribing restrictions against conflicts of interest and other types of conduct not consistent with good ethical practices, without creating unnecessary barriers to public service.

Comment

Board Members and many employees are in positions where they have the authority to make recommendations, or influence decisions, which may have a direct effect on their private or personal interests. Board Members and employees may not use, or attempt to use, their position with the NEORS D for personal gain or benefit. This Code of Ethics sets forth ethical standards that Board Members and employees must adhere to in performing public service.

2.0 Legal References

There are numerous federal and state laws, rules, and regulations which govern the conduct of public officers and employees. All Board Members and other NEORS D employees must comply with the applicable provisions of federal and state law, and the applicable rules and regulations governing the conduct of public officials, including but not limited to the Ohio Ethics Law (Ohio Revised Code (ORC) Chapter 102) and Offenses against Justice and Public Administration (ORC Chapter 2921). Certain sections of this Code of Ethics are derived from the provisions of state law governing public officials. References to state statutes are intended to advise NEORS D personnel of those statutes which may provide penalties in the event of violation. References to these statutes are not intended, however, to incorporate them into this Code of Ethics. The criminal and civil penalties contained in these statutes and the procedural and evidentiary standards are considered to be independent of this Code of Ethics.

Any discipline imposed or other action taken under this Code of Ethics is independent of any penalty that may be sought or imposed under state or federal law. The standards in this Code of Ethics shall not preclude other, more stringent standards required by law. Nothing in the Code of Ethics shall be construed to limit full compliance with applicable federal and state laws and applicable rules and regulations governing the conduct of public officials now existing or hereinafter enacted.

It is further recognized that certain professional employees of the NEORSD, including, but not limited to attorneys, accountants, architects, and engineers, may be subject to codes of professional conduct as members of their respective professions. Nothing contained herein shall be construed to limit full compliance with those codes of professional conduct applicable to NEORSD professional employees.

Comment

Board Members and employees are still required to comply with applicable provisions of federal and state laws governing their conduct. This includes criminal laws. Employees in certain professional capacities must also comply with the codes of conduct for their individual professions. In the event that those standards are more stringent than the NEORSD Code of Ethics, the Board Members and employees must comply with the more stringent standard.

3.0 Avoidance of the Appearance of Impropriety

All members of the Board and other NEORSD employees should conduct their official duties with integrity and impartiality and in a manner that avoids even the appearance of impropriety or a conflict of interest between public duties and private interests.

No Board Member or other employee may, by conduct or participation in activities through or outside of NEORSD employment, give reasonable basis for the impression that any person can improperly influence him or her or unduly enjoy favor in the performance of official acts or actions, or is affected in the performance of official acts or actions unduly by kinship, rank, or association with any person.

Pursuant to this obligation, all Board Members, Directors and Deputy Directors, and other individuals specified by the Executive Director must complete and sign the Consolidated Disclosure Form incorporated into the Code of Ethics on an annual basis. It is again emphasized that although this reporting obligation is annual, the compliance obligation is continuous.

Comment

This section is intended to emphasize to Board Members and other NEORS D employees how important it is to avoid even the appearance of impropriety in matters that may come before them in their capacity with the NEORS D. Public officials and employees owe a primary duty to the public they serve. They must always act in the best interest of the public, and not in the interest of any special-interest groups, or for private gain. Board Members and other NEORS D employees must avoid any actions which may be viewed with suspicion by the public for which they serve.

Examples

A Board Member who holds office in a local civic organization publicly states that he will use his or her position as a Board Member to secure free or reduced sewer charges for the organization's headquarters. This is improper conduct.

An employee uses official position at NEORS D to endorse a computer software program that was developed and licensed by a computer software firm under license with the NEORS D. This endorsement gives the appearance of impropriety, and is prohibited.

A Board Member actively pursues the award of a contract to a company or firm that is owned or represented by a close friend or business associate of the Board Member. Such activity gives the appearance of impropriety and is prohibited.

An employee uses his or her position to influence the award of a contract to a former employee. This is improper conduct.

4.0 Definitions

As used in this Code, the singular includes the plural, and the plural includes the singular, words of one gender include the other gender, and words in the present tense include the future. The following words or phrases shall be construed to have the following meaning, unless the context otherwise requires.

As used in this Code:

A. "Anything of value" means:

- (1) Money, Treasury notes, bills, bonds, or notes issued by lawful authority and intended to pass and circulate as money;
- (2) Goods and chattels;
- (3) Promissory notes, bills of exchange, orders, drafts, vouchers, or checks;

- (4) Interests in lawsuits or other legal claims or actions;
 - (5) Things annexed or attached to real property;
 - (6) Any present or future interest in realty, including leasehold interests;
 - (7) Any promise of future employment;
 - (8) Ticket(s) or access to any recreational or entertainment venue or sporting event(s) with face value greater than \$25;
 - (9) Every other thing of value.
- B. “Board Member” means a member of the Board of Trustees of the Northeast Ohio Regional Sewer District.
- C. “Beneficial interest” means any ownership by the Board Member or other employee or a member of his or her immediate family in a business the Board Member or employee is associated with.
- D. “Benefit” means anything regarded as economic gain or economic advantage, including benefit to any other person in whose welfare the beneficiary is interested.
- E. “Business” includes, but is not limited to mean, any corporation, partnership, sole proprietorship, firm, enterprise, franchise association, organization, self-employed individual, consultant, holding company, joint stock company, receivership, trust, labor organization, union, or any legal entity organized for profit or non-profit.
- F. “Confidential Information” means any information concerning the NEORSD that is (1) not a matter of public knowledge, (2) exempt from public inspection and copying, and (3) legally required to be kept confidential by the NEORSD. “Confidential Information” includes without limitation matters which are subject to the NEORSD’s attorney/client privilege.
- G. “Compensation” means money, thing of value, or financial benefit. It also means payment, in any form, of real or personal property conferred on or received by a person to whom this Code of Ethics is applicable, in return for services rendered or to be rendered by himself or another. Compensation does not include reimbursement for actual and necessary expenses incurred in the performance of official duties.
- H. “Contract” means any agreement with the NEORSD expressed or implied, executed or executory, oral or written, for the purchase or acquisition of goods, property, or services, by or for the use of the NEORSD or any agreement for the design, construction, alteration, repair, or maintenance of any NEORSD property or property interest.
- I. “Employee” means any person who performs services of any kind for the NEORSD for compensation that is not an officer or employee of an independent contractors used by the NEORSD.

- J. “Employment” means rendering of service for pay.
- K. “Gift” means a voluntary transfer of real or personal property of any kind, or the voluntary rendition of services of any kind, without consideration of equal or greater value provided in return. Gifts shall not include:
- (1) Any symbolic presentation, the nature of which is not to financially benefit the recipient;
 - (2) Any reasonable hosting expenditure, including travel expenses, entertainment, meals, or refreshments furnished in connection with appearances, ceremonies and occasions reasonably relating to official NEORSD business if furnished by the sponsor of such public event;
 - (3) Any generally attended conference, seminar, or NEORSD, industry, or professional-related activities reasonably open to general event attendance;
 - (4) Relatively inexpensive items of personal property or expenses of less than \$25 in value, such as meals, a calendar, a box of candy, or bouquet of flowers, which are clearly given as a simple act of human kindness, thoughtfulness, and appreciation.
- L. “Immediate Family” means spouse, mother, father, step-parent, mother-in-law, father-in-law, child, brother, sister, half-brother, half-sister, step-brother, step-sister, brother-in-law, sister-in-law, son-in-law, daughter-in-law, grandparent, grandchild, and persons to whom you stand *in loco parentis* or persons *in loco parentis* to you.
- M. “NEORSD” means the Northeast Ohio Regional Sewer District.
- N. “Official Act or Action” means any administrative, appointive, or discretionary act of the NEORSD, its Board Members, or employees.
- O. “Participate” means to take part in official acts or actions or proceedings as a Board Member or other employee through vote, approval, disapproval, decision, recommendation, rendering advice, investigation, or failure to act or perform a duty or other substantial exercise of administrative discretion.
- P. “Person” means any individual, business, labor organization, representative, fiduciary, trust, or association, whether paid or unpaid, and includes any Board Member or other employee of the NEORSD.
- Q. “Property” means any property, whether real or personal, tangible or intangible, and includes currency and commercial paper.

5.0 STANDARDS OF CONDUCT

5.1 Conflict of Interests - Disclosure Requirement

No member of the Board or other employee of the NEORSD, whether paid or unpaid, shall engage in any business or transaction, or have an interest, direct or indirect, which is incompatible with the proper discharge of his or her official duties in the public interest, or which would tend to impair his or her independence of judgment or action in the performance of his or her official duties, without first making a public disclosure thereof and then abstaining from voting thereon or from making a decision related thereto. Personal interest includes an interest arising from blood or marriage relationships, close business or political association, or other close personal relationship.

Examples

A NEORSD engineer who owns a residence in the possible path of an open-cut excavation project uses his position to shift the location of the project to avoid personal inconvenience. This is improper conduct.

An employee uses her official position at NEORSD to endorse computer software developed and licensed by a firm in which she is a principal. This endorsement gives the appearance of impropriety, and is prohibited.

5.2 Evaluation, Selection, and Contract Awards to Former Employers

NEORSD employees, including engineers, attorneys, and other professionals are prohibited from participating in the evaluation, selection, and awarding of contracts to their own former employers in the NEORSD's consultant selection process for a period of 12 months after the conclusion of employment with the former employer, or at any time to the current employer of any immediate family member.

Comment

A NEORSD employee should avoid any actions through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of administrative discretion on behalf of a former employer or the employer of an immediate family member.

This section requires Board Members and other NEORSD employees to make a disclosure of transactions which are incompatible with their official duties. Only the nature of the interest must be disclosed. This section also covers personal interest. The burden of making such disclosure

rests with the individuals concerned. Any Board Member or other employee may request the Ohio Ethics Commission or the Director of Law to render an advisory opinion as to whether this section warrants disclosure, in their own individual case.

Example

A Board Member is requested to act on a resolution awarding a contract to a company that employs the Board Member. The Board Member should disclose his or her interest, and abstain from voting.

An employee in the Purchasing Department has the responsibility to make a recommendation to award a contract, and one of the companies being considered is owned by her husband. The employee should notify her supervisor, and refrain from making a recommendation. The supervisor should delegate that responsibility to another employee.

An employee in the Engineering and Construction Department is asked to participate in the evaluation of proposals for a design contract. One of the proposing consultants is a former employer of the employee. The employee should notify his or her supervisor, disclose the relationship, and refrain from participating further in the selection process.

5.3 Disclosure of Confidential Information

No member of the Board or other employee of the NEORSD shall disclose or use, without appropriate authorization, any Confidential Information or information acquired by him or her in the course of his or her official duties which is confidential because of statutory provisions, or which has been clearly designated to him or her as confidential when such confidential designation is warranted, because of the status of the proceedings or the circumstances under which the information was received and preserving its confidentiality is necessary to the proper conduct of the NEORSD or government business. This provision includes information that is subject to the NEORSD's attorney/client privilege.

Comment

This section prohibits Board Members and other NEORSD employees from disclosing, or using for personal profit or gain, "inside" information, which that person has access to because of his or her relationship with the NEORSD. Release or use of such information undermines public confidence and respect for the NEORSD, since such information is entrusted to Board Members and other NEORSD employees as a result of their relationship with the NEORSD. In addition, disclosure of Confidential Information which is privileged may waive the NEORSD's attorney/client privilege and may jeopardize the NEORSD's legal position. Waiver is only proper by a vote of the Board, and disclosure without such authorization is prohibited.

Examples

An employee in the Law Department purchases land with advanced, undisclosed knowledge of NEORSD's interest in purchasing the same land. The employee's purchase of land based on "inside" information violates this section of the Code of Ethics.

An employee in the Human Resources Department, without prior authorization, discloses information regarding the investigation of a NEORSD accident to an attorney representing a person claiming to have been injured in the accident. The employee violated this section, because information necessary to the conduct of NEORSD business was disclosed.

One Board Member, in order to gain a political or professional advantage for himself, discloses to non-NEORSD individuals information obtained during confidential discussions or through confidential correspondence. The Board Member violated this section because information necessary to the conduct of NEORSD business which had been determined confidential had been disclosed without authorization.

5.4 Gifts, Favors, and Other Things of Value

No Board Member or other employee shall use or authorize the use of his or her office or employment to secure anything of value or the offer or promise of anything of value that is of such a character as to manifest a substantial and improper influence on him or her with respect to his or her duties.

In addition, no Board Member or other employee shall:

- A. Solicit, accept, or agree to accept anything of value that is of such a character as to manifest a substantial and improper influence upon him or her with respect to his or her duties.
- B. Solicit, accept, or agree to accept any benefit as consideration for the Board Member's or other employee's decision, opinion, recommendation, vote, or other exercise of discretion as a public servant.
- C. Solicit, accept, or agree to accept any benefit as consideration for a violation of a duty imposed by law, policy, or contract on the Board Member or employee.
- D. Solicit, accept, or agree to accept any benefit from a person the Board Member or other employee knows is interested in or likely to become interested in any NEORSD contract or transaction.
- E. Use his or her official position or employment, or NEORSD's facilities, equipment, or supplies for personal use or to obtain, or attempt to obtain, private gain or advantage.

Comment

This section prohibits Board Members and other NEORSD employees from soliciting or accepting money, goods, services, real estate interests, promises of future employment, etc., in cases where it could be reasonably inferred that the benefit(s) solicited was intended to influence a decision by that Board Member or other employee. This section does not prohibit Board Members and other NEORSD employees from accepting relatively inexpensive items, such as calendars, pens, and candy, which have a value of less than \$25, and are being given either as a promotional item or out of kindness.

Examples

An Engineering Department employee, seeking employment for his spouse, asks the president of a company that has submitted a proposal for a NEORSD contract to offer his spouse a job. Such a request for employment violates this section, because it can be inferred that this request was being made in return for a favorable recommendation by the NEORSD employee.

A construction company has submitted a bid on a NEORSD project. The president of the company approaches a NEORSD Board Member, and promises that if his firm is the successful contract bidder, he will buy supplies from a firm owned by the Board Member. The Board Member promises to use his position to secure the contract for the construction company. The Board Member has violated this section of the Code.

An employee has his lunch purchased by a firm doing business with or seeking to do business with the NEORSD. If this is done on a regular or frequent basis, such conduct is a violation of this section of the Code. If it is an isolated or infrequent event, and was not solicited by the employee, then such conduct is not a violation, provided the employee's lunch is less than \$25.

5.5 Incompatible Employment

- A. No Board Member or other employee shall engage in or accept private employment or render service for private interests when such employment or service is incompatible with the proper discharge of his or her official duties, or would tend to impair his or her independent judgment or action in the performance of his or her official duties.
- B. No Board Member or other employee shall represent private interests in any action or proceedings against the interest of the NEORSD, in any capacity, in matters in which the NEORSD is a party.
- C. No present or former Board Member or other employee shall, during his or her public employment or service, or for twelve (12) months thereafter, represent a client or act in representative capacity for any person on any matter in which he or she personally

participated as a public official or employee through decision, approval, disapproval, recommendation, the rendering of advice, investigation, or other substantial exercise of legislative or administrative discretion.

- D. All Board Members, Directors and Deputy Directors, and other individuals specified by the Executive Director must complete and sign the Consolidated Disclosure Statement on an annual basis.

Comments

Board Members and other NEORSD employees owe an undivided duty to the public that is served by NEORSD. Employees must be able to exercise independent and objective judgment when making discretionary decisions that affect the NEORSD. Board Members and other NEORSD employees cannot hold other employment that would affect their ability to make objective decisions on behalf of NEORSD. This section also prohibits present and former Board Members and other NEORSD employees from representing a private client in any matter in which they participated in an official capacity while employed at NEORSD. This restriction most often applies to professionals, such as attorneys, accountants, and engineers, although it may apply to any employee.

Examples

An employee responsible for the supervision and approval of repair work done by an outside company for NEORSD is also employed as a consultant to that company. His employment with that company is in conflict with his employment at NEORSD.

A Board Member, who is also an attorney, represents a client who has sued NEORSD. The Board Member has violated this section of the Code of Ethics.

5.6 Nepotism

No Board Member or other employee of the NEORSD with the authority to directly hire NEORSD personnel, whether such authority is granted by statute or delegated by the Board to the Executive Director, shall exercise that authority in favor of persons in the immediate family of any NEORSD Board Member or employee exercising such authority. This provision shall not apply to those persons appointed through collective bargaining agreement provisions.

This provision shall not prevent the retention or advancement of any person who has been continuously employed in his or her position prior to the appointment of the Board Member or other employee in the immediate family of such person, or prior to the adoption of this Code of Ethics; provided, however, that the Board Member or other employee related to that person shall not participate in any deliberation, voting, or appointment process directly related to that person.

In order to avoid even the appearance of nepotism, no Board Member or other employee shall conduct a performance evaluation of, or participate in disciplinary action for, a member of his or her immediate family. Any employee shall disclose such a conflict to the Executive Director who will designate an appropriate person to conduct a fair and impartial evaluation.

Comment

This section is intended to ensure that all persons stand on equal footing when applying for a job at NEORSD, and when they are evaluated by their supervisor.

Examples

The Executive Director hires the son-in-law of a Board Member to a position at NEORSD. The Executive Director has violated this section.

A supervisor is required to evaluate his son-in-law, who has achieved his position through collective bargaining provisions. The supervisor should inform the Executive Director and have another person evaluate his son-in-law to avoid even the appearance that he gave his son-in-law favored treatment.

5.7 Disclosure

All Board Members will file the NEORSD's Disclosure Form with the Audit Manager on an annual basis.

The Executive Director shall file a Disclosure Statement with the Audit Manager, a copy of which shall be provided to the President of the Board of Trustees. The following employees shall also file a Consolidated Disclosure Statement with the Audit Manager: Deputy Executive Director, Director of Law, Director of Finance, Deputy Director of Law, Deputy Director of Finance, and any other employee whose job duties the Executive Director determines from time to time should require the filing of a Consolidated Disclosure Statement, to avoid the appearance of impropriety. A panel appointed by the Board shall review such annual submissions. The Audit Manager shall file a Consolidated Disclosure Statement with the panel appointed by the Board.

Designated employees who fail to file the required disclosure statement shall be subject to disciplinary action consistent with NEORSD policies and procedures.

Comment

The purpose of this section is to deter improper and unethical conduct by requiring all Board Members, and designated employees, to file a Consolidate Disclosure Statement. Filing these statements will enhance the integrity and public confidence in NEORSD as a whole, and provide

a tool to monitor potential conflicts of interest. All Board Members shall file the NEORSD Consolidated Disclosure Statement with the Audit Manager. All other NEORSD employees will file their Consolidated Disclosure Statements with the Audit Manager, in accordance with administrative policies and procedures established by the Executive Director.

6.0 ETHICS ADVISORY OPINIONS

Board Members or other NEORSD employees seeking further interpretation of this Code of Ethics, as it applies to specific factual situations, may seek advisory opinions from the Ohio Ethics Commission or from the Director of Law for the NEORSD. The Director of Law may, at his or her discretion, submit any question presented to him or her to the Ohio Ethics Commission.

However, the Director of Law shall under no circumstances owe a professional duty to the individual Board Member or other employee seeking such an opinion. The issuance of advisory opinions shall not establish an attorney-client relationship between the Director of Law and the NEORSD Board Member or other employee with regard to the subject matter of the request.

All NEORSD Board Members and other NEORSD employees fall within the substantive conflict of interest provisions of the Ohio Revised Code, and are subject to investigation by the Ohio Ethics Commission for alleged violations of these provisions. All Board Members and other NEORSD employees are encouraged to contact the Ohio Ethics Commission concerning the applicability of these sections of the Ohio Revised Code.

Comment

The Ohio Ethics Commission issues advisory opinions in response to questions related to conflicts of interest or disclosure.

Advisory opinions serve to interpret the law, and may be especially useful to public servants who are considering an activity which they suspect may involve a conflict of interest.

The opinion, if it approves of the activity, provides the official or employee, and other public officials similarly situated, with immunity from prosecution. If the opinion finds the activity would be prohibited, the public servant would be in violation of the law if he proceeded, and therefore should avoid the activity.

Requests should be sent to:

Ohio Ethics Commission
150 East Broad St.
Columbus, Ohio 43215
Phone: 614-466-7090

The Director of Law will also respond to requests for assistance from Board Members and other NEORSD employees regarding ethical questions if requested; however, that opinion would not provide the Board Member or other employee with immunity from any criminal prosecution, nor will it preclude disciplinary action.

7.0 VIOLATION OF THE CODE OF ETHICS

7.1 Board Members and Officers

Violations of this Code of Ethics by a Board Member may result in censure or a vote of no confidence by the Board, notification of the violative Member's appointing authority of the misconduct, or referral of the matter to the Ohio Ethics Commission. In the event of breach of the confidentiality provisions set forth in Section 5.3, the Board may also refer the matter to the Cuyahoga County Prosecutor.

Any person who has any information that indicates a Board Member may have violated provisions of the Ohio Ethics Law should provide that information to the Ohio Ethics Commission who may conduct a confidential investigation to determine whether there is misconduct that falls within the jurisdiction of the Ohio Ethics Law. The Ohio Ethics Commission may conduct an appropriate investigation and proceed as it is required to do by law or take any other action it feels appropriate.

7.2 Employees

The Executive Director or other authorized NEORSD official may impose such discipline, sanctions, and penalties against an employee who is found to have violated this Code as may be appropriate, including official reprimand, suspension, or dismissal from employment. All disciplinary action shall be consistent with the NEORSD policies and procedures.

7.3 Contractors

Any business or any principal of any business contracting with the NEORSD which offers, confers, or agrees to confer any benefit as consideration for a Board Member's or other employee's decision, opinion, recommendation, vote, or other exercise of discretion as a public

servant or in exchange for the Board Member's or other employee's having exercised his or her official powers or performed his or her official duties or which participates in the violation of any provision of this Code may have its existing NEORS D contracts terminated and may be excluded from future business with the NEORS D for a period of time determined by the NEORS D Board of Trustees. These determinations shall be made by the Board of Trustees of the NEORS D or its designee in accordance with appropriate due process considerations. All bid documents and contracts issued by the NEORS D shall contain a provision advising prospective bidders and contractors of this section.

8.0 EFFECTIVE DATE

The effective date of this Code of Ethics shall be the date of adoption by the Board of Trustees.

The propriety of any official act or action taken by a transaction involving any Board Member or other employee prior to the effective date of this Code shall not be affected by the enactment of this Code.

9.0 AMENDMENTS AND PERIODIC REVIEW

9.1 Periodic Review

This Code will not be subject to any scheduled review but shall remain in full force and effect until modified or amended by the Board of Trustees.

9.2 Amendments

Any amendment or revision to this Code must be approved by the Board of Trustees. Consideration of an amendment or revision may be initiated by any Board Member, the Executive Director, or the Audit Manager.