

Code of Conduct for Members of the Board of Port Commissioners

Commissioners conduct themselves professionally, responsibly, ethically, and lawfully to enhance the honor and reputation of the Port of Oakland. Commissioners are committed to the proper use of their authority and to decorum consistent with maintaining the integrity and discipline of Board leadership.

1. **Conflict of Interest:** Commissioners disclose all known or potential conflicts of interest that could influence or appear to influence their judgment on Port matters.
2. **Loyalty:** Commissioners assist one another in every practicable way, and conduct themselves loyally and respectfully towards the Port and fellow Board members.
3. **Independence:** No Commissioner derives any financial gain from confidential information acquired in the course of his or her Board appointment.
4. **Diligence:** Commissioners maintain the highest standards of integrity and objectivity in exercising their authority to approve contracts, select consultants, and determine other expenditures of Port resources.
5. **Confidentiality:** Commissioners protect confidential information that comes to them in the course of their Board activities, and do not communicate such information to a third party without the prior approval of the Board.
6. **Fiscal Prudence:** Commissioners are fiscally prudent in practice and in appearance with respect to their use of public (Port) funds for travel and other business expenses.
7. **Respect for Role of Management:** No Commissioner seeks to exercise individual authority over the organization except as explicitly set forth in Board bylaws and policies.

Commissioners do not serve on staff committees, do not intervene in internal staff issues, disputes, or negotiations, and do not seek to unduly influence staff hiring or termination decisions that are the responsibility of the Executive Director.

Although Commissioners express differences of opinion on Port issues at the Board level, no individual Commissioner directs his or her differences of opinion to staff in a manner that could create dissension or polarization in the organization or undermine a decision of the Board.

8. **Board Authority is Corporate:** Commissioners, in their interactions with the public, press, and other entities, recognize that as individuals they have authority to speak for the Board or the Port only as specifically authorized by the Board.

The President of the Board may remove any item from the agenda, but may do so only at the meeting at which the item is scheduled to be considered. Any Commissioner may seek by motion to override such removal, which will restore the item to the agenda upon a majority vote to do so.

9. **Personal Conduct:** No Commissioner causes or allows any practice, activity, or decision that is imprudent or is in violation of commonly accepted business or professional ethics.

Commissioners do not permit the use of their names or Port affiliation to be associated with any person or firm, who is suspected of or known to be engaged in fraudulent or dishonest activity.

10. **Protocol:** Commissioners are sensitive to cultural, ethnic, and other social, economic, and political issues and protocols in their activities, both domestically and abroad.

11. **Social Media Policy:** Commissioners properly use their personal social media, which is any digital platform that allows a Commissioner to create and share information with other users or audiences. Commissioners acknowledge that their personal social media may be considered a public record subject to public disclosure under applicable law when it concerns Port matters.

Commissioners value each other's First Amendment rights to use their personal social media and understand such use may include communicating on matters relating to the Port. This Code is intended to balance those First Amendment rights with the need to comply with other laws and ensure the effective performance of Commissioners' duties.

Commissioners do not use their personal social media to communicate with any other person regarding a public meeting item during the meeting. During any quasi-judicial hearings, such as when hearing a formal appeal to the Board, Commissioners do not use their personal social media or other electronic communications and instead devote their attention to the hearing.

Commissioners understand their communications among Commissioners through social media may be subject to open meeting laws, and therefore Commissioners refrain from responding to each other's social media.

Commissioners refrain from communicating on personal social media regarding any quasi-judicial matters before the Board if doing so could reasonably be construed as evidence of bias, prejudgment, or personal interest.

If Commissioners use their personal social media to communicate on Port business, they notify in writing on such social media that their use expresses their personal opinions and not those of the Port, and direct users to the Port's publicly available information, including the Port's website, for further details.

Commissioners understand that if they use their personal social media to communicate in their official capacity, they may be creating a limited public forum subject to First Amendment speech protections. Therefore, Commissioners do not deny access to their personal social media to any individual based in whole or in part on that individual's content or viewpoint, including disagreement with the Commissioners' viewpoints. Commissioners may remove content from their personal social media only to the extent such content is profane, harassing, abusive, or discriminatory; constitute solicitations or advertisements for non-Port commercial activity; advocates illegal activity or violates intellectual property rights; discloses confidential information protected by law; promote or oppose any current political campaign, candidate, or ballot measure; or is clearly off-topic.