

Chapter 2.02 Code of Conduct for ~~Members of the Board of Port~~ Commissioners

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

Section 2.02.010 Conflict of Interest~~:~~

Commissioners shall disclose all known or potential conflicts of interest that could influence or appear to influence their judgment on Port matters.

Section 2.02.020 Loyalty~~:~~

Commissioners shall assist one another in every practicable way, and conduct themselves loyally and respectfully towards the Port and fellow ~~Board members~~Commissioners.

Section 2.02.030 Independence~~:~~

No Commissioner shall ~~derives~~ any financial gain from confidential information acquired in the course of his or her Board appointment.

Section 2.02.040 Diligence~~:~~

Commissioners shall maintain the highest standards of integrity and objectivity in exercising their authority to approve contracts, select consultants, and determine other expenditures of Port resources.

Section 2.02.050 Confidentiality~~:~~

Commissioners shall protect confidential information that comes to them in the course of their Board activities, and ~~do~~shall not communicate such information to a third party without the prior approval of the Board.

Section 2.02.060 Fiscal Prudence~~:~~

Commissioners ~~are~~shall be fiscally prudent in practice and in appearance with respect to their use of public (Port) funds for travel and other business expenses.

Section 2.02.070 Respect for Role of Management~~:~~

No Commissioner shall ~~seeks~~ to exercise individual authority over the organization except as explicitly ~~set forth in Board bylaws and policies~~authorized in this Code. Commissioners ~~do~~shall not serve on staff committees, ~~do~~shall not intervene in internal staff issues, disputes, or negotiations,; and ~~do~~shall not seek to unduly influence staff hiring or termination decisions that are the responsibility of the Executive Director. Although Commissioners may express differences of opinion on Port issues at the Board level, no

individual Commissioner shall direct~~s~~ 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.

Section 2.02.080 Board Authority is Corporate~~;~~

Commissioners, in their interactions with the public, press, and other entities, shall 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.

Section 2.02.090 Personal Conduct~~;~~

No Commissioner shall cause~~s~~ or allow~~s~~ any practice, activity, or decision that is imprudent or is in violation of commonly accepted business or professional ethics. Commissioners ~~do~~shall not permit the use of their names or Port affiliation to be associated with any ~~P~~erson or firm, who is suspected of or known to be engaged in fraudulent or dishonest activity.

Section 2.02.100 Protocol~~;~~

Commissioners ~~are~~shall be sensitive to cultural, ethnic, and other social, economic, and political issues and protocols in their activities, both domestically and abroad.

Section 2.02.110 Conduct During Board Meetings~~;~~

During a public meeting, Commissioners shall refrain from separate communications with any other ~~P~~erson regarding the substance of any public meeting item, including, without limitation, electronic communications or private interpersonal communications with another Commissioner or staff. During any quasi-judicial hearing, such as when hearing a formal appeal to the Board, Commissioners ~~do~~shall not communicate on any topic with any other ~~P~~erson in any medium and instead devote their full attention to the hearing.

Section 2.02.120 Social Media Policy~~;~~

A. Commissioners may 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.

B. Commissioners shall acknowledge that their personal social media may be considered a public record subject to public disclosure under applicable Law when it concerns Port matters.

C. Commissioners shall 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~~Chapter is intended to balance those First Amendment rights with the need to comply with other Laws and ensure the effective performance of Commissioners' duties.

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

E. Commissioners shall 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, prejudice, or personal interest.

F. If Commissioners use their personal social media to communicate on any matter under consideration by the Board or reasonably anticipated to come before the Board, and/or establish an account identifying themselves as a "Commissioner", they shall notify in writing on such social media that their use expresses their personal opinions and not those of the Port, and shall direct users to the Port's publicly available information, including the Port's website, for further details.

G. Commissioners shall understand and use privacy settings to manage their personal social media accounts.

H. If Commissioners use publicly accessible personal social media to communicate regarding Port business, they may be creating a limited public forum subject to First Amendment speech protections. Therefore, Commissioners ~~do~~shall 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.

I. Commissioners shall refrain from using any Port-owned or issued devices to use or maintain their private social media accounts.