

Annual Course of Study in Ethics for the Directors, Officers & Staff

September 15, 2022



- A. Conflicts of Interest
- B. Gifts
- C. Whistleblower Policy
- D. Lobbying Activities
- E. Reporting
- F. Standards of Conduct
- G. Governance

Conflicts of Interest

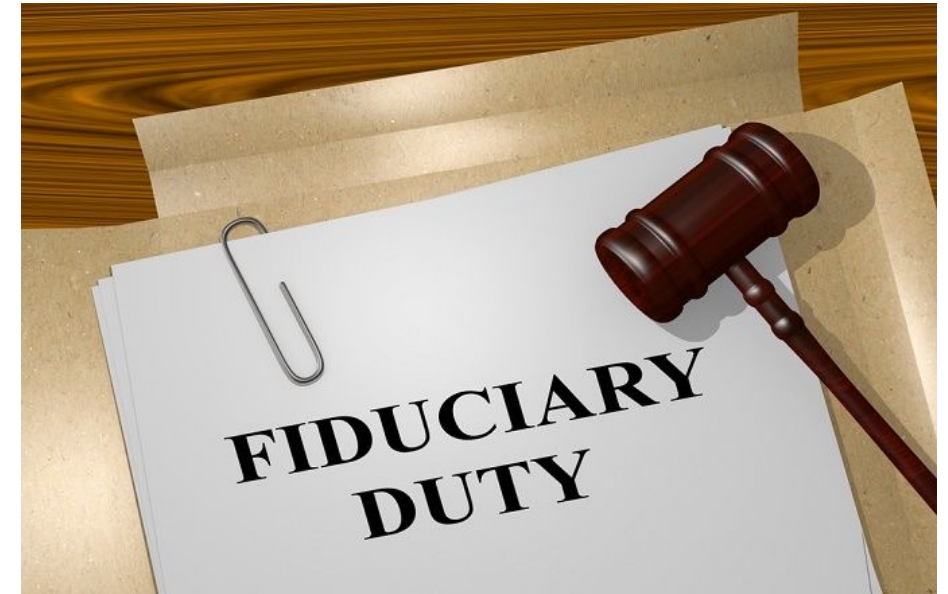


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- A financial ownership interest or investment interest between you or your family and any person or entity, such as:
 - An equity interest in a non-publicly traded entity;
 - An equity interest of 1% or more of any publicly-traded company;
 - Income from intellectual property rights.
- For the purposes of JobsOhio's Conflict of Interest policy, financial interest do not include your JO salary, a pension, your mutual funds or bank accounts.

Conflicts of Interest: Fiduciary Interest

- An obligation to act in the best interests (financial success) of another, such as membership on a Board or management role in a company.
- The Conflicts of Interest Policy defines family as spouse or domestic partner, dependent children or other individuals claimed as dependents for tax purposes.



Financial Disclosure Statement (FDS)

- Per R.C. 187.03(B)(2): Directors and employees with significant administrative, supervisory, contracting, or investment authority must file.
- FDS due usually on April 15th or May 15th.

Gifts



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Employees must abide by the law just like any other private entity that is doing or seeking to do business with a public officials.



- Gift = *ANYTHING* of value that holds no expectation of receiving anything in return.
- Applies to gifts received by/for JobsOhio Employees.
- “Business Associate” = person/entity, other than JO colleagues, with whom the employee interacts on a professional basis.
- Employee may not solicit anything of value that could reasonably be expected to influence the employee in the performance of their duties.



- Consider the following when accepting a gift:
 - It was given without an express or implied understanding of obligation;
 - It does not violate law;
 - It does not place a JO employee in a compromising position; *and*
 - It is not of such a character to create the impression of favoritism
- No cash or cash equivalent (exception = one gift card \$35 or less)
- Attempts to circumvent the gift policy may result in disciplinary action
- Cannot accept a gift under the guise of a “purchase”
- Understand the cumulative cost of the gift.

- Applies to gifts given by JobsOhio employees
- *Gift = ANYTHING of value that holds no expectation of receiving anything in return. (e.g. travel expenses, tickets to sporting events, offers of future employment, better loan rate)*
- “Business Associate” = Same as in Gift Policy
- Promotion Items = OK
- Prohibitions:



Corporate Gift Giving – Permissible Gifts

- Small gift or token of esteem or gratitude
- Relevant connection to or made in Ohio
- Give openly and transparently
- Properly recorded in giver's books
- Provide only to reflect esteem or gratitude
- Permitted under local law



Corporate Gift Giving – Permissible Amounts

- <\$75 = No prior approval
- \$75 – \$125 = Supervisor approval
- \$125 – \$225 = Leadership Team approval
- >\$225 = President and CIO approval



- SDOC approval if to a Foreign National
- All gifts >\$75 – Corporate Gift Giving Form
- If Business Associate cannot accept a gift, *do not* offer to staff / family
- Cannot circumvent or exceed the policy by paying for it personally!!!

Whistleblower



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- Expectation
- Why Important?
- Reporting
- Retaliation

Section Break

Standards of Conduct



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- In performing our duties for the Corporation, each member of the Board of Directors and all employees shall strive for the highest ethical conduct and fundamental honesty.
- We must:
 - perform our duties at all times in good faith,
 - in a manner we reasonably believe to be in the best interest of JobsOhio, or not opposed to,
 - with the care that an ordinarily prudent person in a like position would use under similar circumstances, and
 - Maintain the confidentiality of all information regarding the activities of JobsOhio and its customers, unless the disclosure of the information has been authorized.

Standards of Conduct - Prohibitions



- 1) Deceive, defraud, or mislead JobsOhio board members, our associates, or those with whom JobsOhio has business or other relationships.
- 2) Misrepresent JobsOhio in any negotiations, dealings, contracts, or agreements.
- 3) Divulge or release any information of a confidential or proprietary nature relating to JobsOhio's plans, mission, or operational activities without appropriate approval.
- 4) Obtain, or seek to obtain, a personal advantage or benefit due to relationships established by my position with JobsOhio or by any use of the JobsOhio name.
- 5) Withhold my best efforts to perform my duties to acceptable standards.
- 6) Engage in unethical business practices of any type.
- 7) Use JobsOhio property, financial resources, or services of JobsOhio personnel for my personal benefit.
- 8) Violate any applicable laws or ordinances.

Governance



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- Set the direction for JobsOhio
- Decision making
- Oversight
- Mentorship
- ***Duty of care*** – Exercise the care an ordinarily prudent person in a like position would use under similar circumstances.
- ***Duty of loyalty*** – Act in good faith, in a manner he/she reasonably believes to be in or not opposed to the best interests of the corporation.
- When operating as a board, JobsOhio is 1st loyalty.
- Board acts as a whole. Individual directors have no authority act unless authorized by the Board.
- Need a quorum at meetings.

Ohio corporation law provides protection for a Directors' reliance on ...

- Officers and employees of JobsOhio
- Legal Counsel
- Public Accountants
- Consultants or other professionals
- Committees of directors

- Provide input to help the board give direction
- Execute direction given by the Board through the appropriate use of authority and observing set limits
- ***Duty of care*** – Exercise the care an ordinarily prudent person in a like position would use under similar circumstances.
- ***Duty of loyalty*** – Act in good faith, in a manner he/she reasonably believes to be *in the best interest* of the corporation. *[higher duty than that of directors]*

