

Canaveral Port Authority

Code of Ethics and Business Conduct

**Approved by Canaveral Port Authority Commission
On February 19, 2014**

Replaces Policy 2011-01, dated May 11, 2011
Code of Ethics for the Canaveral Port Authority Board of Commissioners



Table of Contents

- I. Mission Statement
- II. Values
- III. Code of Ethics and Business Conduct
- IV. Expectations of Leadership
- V. Seeking Guidance
- VI. Equal Opportunity Employment and Non-Harassment
- VII. Communication
 - 1. Confidential and Proprietary Information
 - 2. Create a Culture of Open, Honest and Professional Communication
 - 3. Public Statements and Media Inquiries
 - 4. Public Records
- VIII. Conflicts of Interest
 - 1. Gifts to and from non-Government partners
 - 2. Gifts to and from Government Partners
 - 3. Business Courtesies – Receiving
 - 4. Business Courtesies – Giving
 - 5. Outside Employment
 - 6. Political Contributions and Activities
 - 7. Other Conflicts of Interest
 - 8. Examples of Conflicts of Interest
- IX. Employee Responsibilities
 - 1. General Use of Company and Partner Resources
 - 2. Computer, Laptops, Cell phones, iPads, etc.
- X. Fraud Awareness and Prevention
- XI. Confidential, Sensitive and Personal Information
- XII. Accountability
- XIII. Compliance and Discipline

Dear Employee,

As your Chief Executive Officer, I am pleased to introduce our Code of Ethics and Business Conduct. Canaveral Port Authority has many new and exciting projects in front of us and how we plan and execute those projects, both individually and as a team, for the benefit of our partners is most important.

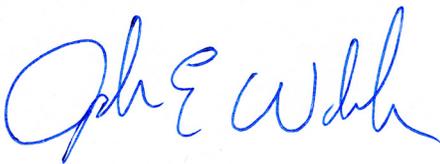
Canaveral Port Authority was created to provide community services to many constituents including customers, tenants, suppliers, vendors, Port guests and employees. Among our most important assets is our reputation for integrity and ethical behavior, respect for each other and fair dealings. Our reputation easily can be destroyed by the actions or failures of one or more of us. Adhering to legal requirements and standards is a given and is mandatory for all employees, however it is not enough. Our Code of Ethics and Business Conduct is our guide to ethical and legal responsibilities and reinforces that each and every employee personally is responsible and accountable for ensuring that the Canaveral Port Authority maintains a reputation for the highest standards of behavior.

Maintaining high standards of integrity and ethical behavior especially is important in times of rapid change and growth such as we are experiencing now. Earning the trust and loyalty of each other is imperative and the responsibility of each of us. There are no shortcuts or standard answers to the choices we must make in business today; however, we should decide these questions in ways that are consistent with Canaveral Port Authority Mission and Values which are articulated later in this guide.

Because our world is filled with complex laws and regulations, it is not always obvious how we should react in every situation. This Code of Ethics and Business Conduct is intended to help guide your decisions, and I ask that you read this document carefully and choose your actions in accordance with its guidance. When in doubt, please ask questions, even when raising those questions may be difficult. You may seek guidance from any member of the Senior Leadership Team, up to and including me, your Human Resources Business Partner including the Deputy Executive Director, HR, our Canaveral Port Authority Attorney or you may use our EthicsPoint site if you would like to remain anonymous. We are all responsible for reporting suspected violations of law, Canaveral Port Authority Policy and our Code of Ethics and Business Conduct. Additionally, it is very important for you to know that retaliation against any employee will not be tolerated.

During the next few years, Canaveral Port Authority will continue to change, grow and thrive. Your adherence and compliance to our Code of Ethics and Business Conduct will ensure that our Port will be known as one of high standards and one in which we can all be proud. I believe that great organizations and institutions are a result of good people putting faith in good ideas and one another. Together, we can succeed in best serving our greater community and we can be part of something much greater than ourselves. We value your support in helping us soar to new heights as we move into the future with the most dynamic changes our Port has experienced.

Thank you,



John E. Walsh
Port Director and CEO



I. Mission Statement

Canaveral Port Authority serves the region, our customers, and constituencies by facilitating domestic and international maritime commerce, creating positive regional economic impact while maintaining transparency, effective planning and sound fiscal management practices.

II. Values

It is expected that all employees and Commissioners will follow the Core Values each and every day in considering how our individual actions will affect the integrity and credibility of Canaveral Port Authority as a whole.

1. **We value our customers.** We serve the public, including our cruise lines, their passengers, cargo clients, tenants, and the visitors to our recreational facilities. They are the very purpose of our Port existence and they will be treated with fairness, dignity and respect.
2. **We respect the assets that have been entrusted to us.** We have a responsibility to protect, manage and grow the Port's assets to create a positive economic and social benefit for the region that we serve while balancing fiscal, environmental and community needs.
3. **We value consistent ethical behavior.** Our words, actions and deeds reflect ethical behavior, integrity, respect, honesty, and fairness.
4. **We are committed to our employees.** We create an environment in which all employees are encouraged to engage in personal development opportunities that will have a positive effect upon the quality of service provided to our customers.
5. **We are safety and environmental stewards.** We will continue to maintain a safe working environment for our customers, guests and staff while maintaining and improving the environmental quality of the Port's natural habitat in conjunction with the Canaveral Port Authority's strategic initiatives. As stewards of the environment, we will strive to "leave it better than we found it."
6. **We pledge to be good people putting faith in good ideas and in one another.** We will work together as a team through collaboration, innovation, diversity and transparency while maintaining individual accountability. We encourage the best ideas to surface from anywhere within and outside the organization.

III. Code of Ethics and Business Conduct

The Canaveral Port Authority will conduct its business fairly and impartially in an ethical and proper manner, in full compliance with all applicable laws and regulations, and consistent with our established values. In conducting its business integrity must underlie all relationships, including those with Port guests, community partners, customers, tenants, suppliers, and employees. Further, Canaveral Port Authority expects our agents, consultants, representatives and vendors to be guided by them as well.

The highest standards of ethical business conduct are required of Canaveral Port Authority employees in the performance of their responsibilities. Employees must not engage in conduct or activity that may raise questions as to the organization's honesty, impartiality, reputation or otherwise cause embarrassment to the Canaveral Port Authority.

IV. Expectations of Leadership Team

Members of the Canaveral Port Authority Leadership team have responsibility to ensure this program is successful, through their personal ethical behavior, by communicating frequently with employees on this topic and by being available at all times to listen to the questions, concerns and complaints for any employee. Every leader in this organization is required to speak for our Code of Ethics and Business Conduct and to ensure that their personal job duties and the job duties of all employees are conducted in alignment with all local, state and federal regulations and with the Canaveral Port Authority's Code of Ethics and Business Conduct.

As human beings, we all can be tempted to serve ourselves at times. This policy describes our consistent obligation to put what is best for Canaveral Port Authority as an institution before our personal needs and to serve the greater good of the region we serve.

V. Seeking Guidance

It is important for all employees to have the opportunity to voice concerns and seek resolution if they believe they are experiencing or witnessing behavior that is not consistent with our established mission, values, code of ethics, official policies or our commitment to adhere to local, state and federal laws and regulations.

Employees have an obligation and responsibility to report any known violations, whether experienced or witnessed, as soon as possible. To ensure all employees feel safe in reporting concerns, we have established several avenues to bring issues forward for investigation and resolution. Please use one or more of the avenues described below to raise issues and concerns as soon as they arise. Normally, issues will not get better with age and resolutions to reported problems or issues will be implemented more quickly.

1. **Senior Leadership Team.** Employees are encouraged to raise their concerns with any member of the Senior Leadership Team, up to and including the Port Director/Chief Executive Officer. Concerns may be raised with any member of the Senior Leadership Team, even those who are not in your immediate chain of leadership.

2. **Human Resources.** Employees are encouraged to speak directly with their Human Resources Business Partner, up to and including the Deputy Executive Director, Human Resources. It is not necessary to speak with a member of the Senior Leadership Team prior to reaching out to Human Resources.
3. **Port Attorney.** Employees are encouraged to speak directly with the Canaveral Port Authority Attorney. It is not necessary to speak with a member of the Senior Leadership Team or the Human Resources Partner prior to reaching out to the Canaveral Port Authority Attorney.
4. **EthicsPoint.** Occasionally, individuals may elect to remain anonymous when making a report about a concern. In these cases, employees also may use EthicsPoint; a third party hotline service provider responsible for taking reports and maintaining the anonymity of the reporter if he/she chooses to remain anonymous. Complaints received through EthicsPoint are delivered to the Human Resources Department for investigation and action. EthicsPoint is not involved in the investigation of these reports after they are submitted into the Canaveral Port Authority's system. The sole function of EthicsPoint is to take the report and pass the information to Canaveral Port Authority for properly handling.

You may submit a report into the EthicsPoints system by:

- Calling 855-284-6747
- Accessing the EthicsPoint site from the Canaveral Port Authority website by completing the steps outlined below:
 1. Go to www.ethicspoint.com and select "File a Report" in the top right corner.
 2. Search for your organization and Select it
 3. Complete the questionnaire presented.
 4. Document your Report Key and Password.
 5. You can view the status of the report and post any follow up messages/questions to you Port/organization by returning to your Port's portal or by going to www.ethicspoint.com and, in either location, selecting "Follow Up"
 6. Please direct any additional questions regarding this report to the follow-up comments/questions section of your report.

Remember, if in doubt ASK!

And, there will be NO RETALIATION. Employees who report violations will be treated with dignity and respect and *will not be subjected to any form of discipline or retaliation* for reporting truthfully and in good faith. Retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct that the individual believes in good faith constitutes a violation of applicable laws or regulations, this Code of Ethics, or the Canaveral Port Authority's related policies is prohibited and will, in itself, be treated as a violation of this Code of Ethics. Perceived acts of retaliation should be reported immediately and promptly will be investigated and addressed.

VI. Equal Employment Opportunity and Non-Harassment

The Canaveral Port Authority is an Equal Opportunity Employer. We will not discriminate and will recruit, employ, promote and take all other personnel actions without regard to race, color, religious creed, national

origin, ancestry, age, sex (including pregnancy), sexual orientation, marital status, past, current or prospective service in the uniformed services, genetic information, or disability (physical or mental) which does not preclude the performance of the essential functions of the job, with reasonable accommodations provided as necessary.

It is our intention to create a work environment for all employees free of discrimination and from all types of abusive, offensive or harassing behavior. All employees are expected to comply with this guidance. The Canaveral Port Authority will not condone or tolerate discrimination against members of any groups, regardless of their composition or makeup, nor will we tolerate sexual behavior or other discrimination or harassment (such as ethnic, racial or sexual remarks or jokes) that interferes with a person's job performance or creates an intimidating or offensive working environment.

If you feel harassed or discriminated against in any way, or should you witness such behavior or have questions regarding equal employment opportunity, discrimination, harassment, retaliation or other employment issues, please immediately contact any member of the Senior Leadership Team up to and including the Port Director/Chief Executive Officer, your Human Resources Business Partner up to and including the Deputy Executive Director, Human Resources, the Canaveral Port Authority Attorney or the EthicsPoint site.

Discrimination and harassment complaints promptly will be investigated and, where appropriate, disciplinary action designed to stop the inappropriate conduct and prevent its recurrence will be taken and as noted above we will not tolerate retaliation against any individual who properly raises a concern about such discrimination or harassment.

VII. Communications

1. **Confidential and Proprietary Information.** Integral to the Port's business success is our protection of confidential Canaveral Port Authority information, as well as non-public information entrusted to us by employees, customers and other business partners. Confidential and proprietary information includes such things as pricing and financial data, customer names/addresses, intellectual property, trade secrets, or other non-public information. Except as required by the Florida Public Records Act or similar laws, we will not disclose confidential or non-public information without a valid business purpose and proper authorization.
2. **Create a Culture of Open, Honest and Professional Communication.** Everyone should feel comfortable to speak his or her mind, particularly with respect to ethics concerns. Managers have a responsibility to create an open and supportive environment where employees feel comfortable raising such questions. We all benefit tremendously when employees exercise their power to prevent mistakes or wrongdoing by asking the right questions at the right times.

We will investigate all reported instances of questionable or unethical behavior. In every instance where improper behavior is found to have occurred, the Canaveral Port Authority will take appropriate action. We will not tolerate retaliation against employees who raise genuine ethics concerns.

3. **Public Statements and Media Inquiries.**

- a. Canaveral Port Authority is a high-profile organization in our community, therefore our employees may from time to time, be approached by newspaper reporters and other members of the media, including social media applications and online sites. It is our objective to respond to all external inquiries accurately, quickly, professionally and in a transparent and collaborative manner.
- b. We will speak with “one voice”, therefore all media and other inquiries made to our employees from the public must be directed to the Senior Director of Communications or a member of the Canaveral Port Authority Senior Leadership Team as delegated by the Port Director and Chief Executive Officer. Employees are not permitted to speak on behalf of the Canaveral Port Authority, or issue or participate in media releases, interviews or news conferences without prior full knowledge, consent and permission from the Port Director and Chief Executive Officer or his/her delegate. If you as an employee are contacted by a reporter or member of the public on any topic related to the Canaveral Port Authority or Canaveral Port Authority, you are required promptly to and refer the inquiry as described above.
- c. Commissioners are encouraged to seek input from the Senior Director of Communications or a member of the Canaveral Port Authority Senior Leadership Team. However, may speak to the public and media sources directly when requested.

4. Public Records.

- a. As an entity governed by the State of Florida, the Canaveral Port Authority is required to follow the guidelines for public records requests as outlined in Section 119.07, Florida Statute which states: Inspection and copying of records; photographing public records; fees; exemptions.— (1) (a) Every person who has custody of a public record shall permit the record to be inspected and copied by any person desiring to do so, at any reasonable time, under reasonable conditions, and under supervision by the custodian of the public records.
- b. We are required to respond to all record requests in a prompt time frame and certain records may be confidential and/or otherwise exempt from public disclosure, so it is essential that all requests for records be immediately processed in accordance with this policy.
- c. All public records released from the Canaveral Port Authority must be processed with the prior full knowledge, consent, and direction from the Canaveral Port Authority Records Manager. If you receive a request for a public record, please immediately forward this request to the Canaveral Port Authority Records Manager for processing and (s)he will ensure that all requests are processed in an appropriate and timely manner and in keeping with the guidelines and restrictions of the Florida Statutes governing the release of public records. Under no circumstances should any public record, whether in a document, electronic or other form, be removed, destroyed or deleted, except in accordance with the Canaveral Port Authority’s record retention policies.

VIII. Conflicts of Interest

Canaveral Port Authority Commissioners and all employees are subject to applicable provisions of The Code of Ethics for Public Officers and Employees as codified in Part III, Chapter 112, Florida Statutes. Foremost among the goals of the Code is to promote the public interest and maintain the respect of the people for their government. Canaveral Port Authority is committed to achieving the highest standards of professionalism and ethical conduct in its operations and activities and expects its employees to conduct their business according to the highest ethical standards of conduct and to comply with all applicable laws. At times, we may find ourselves in situations where our personal or family interests and the needs of Canaveral Port Authority are in conflict or where it feels like they could be. Employees are expected to act in the best interests of Canaveral Port Authority and to exercise sound judgment which is not influenced by personal interests or gains and to avoid appearances of, as well as actual, conflicts of interest in the performance of job duties both for the Canaveral Port Authority and for outside activities. Putting the greater good of Canaveral Port Authority first is essential. This policy is intended to increase awareness of potential conflicts of interest and establish a procedure for reporting them. If an employee violates this policy, Canaveral Port Authority will take prompt corrective action, including discipline, if appropriate.

A conflict of interest occurs when you participate in or influence a Canaveral Port Authority decision which may result in a personal gain for yourself, a gain for a relative as defined in Section 112.312 (21) Florida Statutes or gain for someone with whom you have a close personal relationship. These situations are not always immediately obvious so the following guidance is provided to help you avoid a conflict situation.

1. **Gifts to and from Non-Government Customers.** Canaveral Port Authority Commissioners, all employees, and their spouses and minor children are prohibited from soliciting or accepting anything of value, such as a gift, loan, reward promise of future employment, favor, or service, when they know or should know that said gift is given to influence their actions.
 - a. Gifts, entertainment and benefits (all included under the general term “gifts”) can include accommodations, goods, services, discounts, flowers, food or beverage, the use of property, forgiveness of a debit, etc.
 - b. Gifts can be a legitimate part of doing business. For example, the giving or receiving of a gift can be incidental to a business discussion or furthering a business discussion or furthering a business relationship. All gifts given or received should be appropriate to the situation and should not be of such a nature or value as to adversely influence sound business judgment. Significant gifts are the property of the Canaveral Port Authority.
 - c. Gift are to be declined if acceptance could raise a suspicion of improper influence or conduct. Gifts that exceed customary courtesies common under accepted ethical business practices should not be given or received.
 - d. If declining a gift would offend or jeopardize a business relationship, your manager should be consulted. Similarly, in circumstances where doubt exists as to the appearance of impropriety, your manger should be consulted.

- e. Canaveral Port Authority Commissioners and certain management employees are subject to additional limitations and reporting requirements concerning gifts.
- f. If you have any questions or concerns on this subject, please contact the Chief Financial Officer or the Canaveral Port Authority Attorney.

2. Gifts to and From Government Partners.

- a. Gift giving to and from government partners is guided by Part III of Chapter 112, Florida Statute, and prohibits officials, members, or employees of the State Executive Branch required by law to file full or limited public disclosure of financial interests from accepting any expenditure from a lobbyist or a lobbyist's principal. Legislative members and employees should refer to Section 11.045, Florida Statute, which contains similar restriction.
- b. Before accepting or giving of any gifts, Commissioners and employees are advised to consult with the Canaveral Port Authority Attorney for current interpretation of the Part III of Chapter 112, Florida Statute.

3. Business Courtesies – Receiving.

- a. Employees and/or their family members may not give nor accept business courtesies that constitute, or could reasonably be perceived as constituting, unfair business inducements that would violate law, regulation or policies of the Canaveral Port Authority or customers, or would cause embarrassment or reflect negatively upon our reputation.
- b. Business courtesies include but are not limited to gifts, gratuities, meals, refreshments, entertainment or other benefits from persons or companies with whom the Canaveral Port Authority does or may do business. Most business courtesies offered to us in the course of our employment are offered because of our positions at the Canaveral Port Authority. We should not feel any entitlement to accept and keep a business courtesy.
- c. Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts must avoid actions that create the appearance of favoritism or that may adversely affect the Canaveral Port Authority's reputation for impartiality and fair dealing. Employees in these types of roles are required respectfully to refuse a courtesy from a supplier when the Canaveral Port Authority is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering courtesies is the way to obtain our business.
- d. **Meals, Refreshments and Entertainment.** Employees may accept occasional meals, refreshments, entertainment and similar business courtesies that are shared with the person who has offered to pay for the meal or entertainment, provided that:
 - i. The person is not in a position to be benefited by the employee's action.

- ii. If the person is in a position to be benefited by the employee's action, it must not be inappropriately lavish or excessive and when it meets the situation at hand for business.
 - iii. The courtesies are not frequent and regular and do not reflect a pattern of frequent acceptance of courtesies from the same person or entity.
 - iv. The courtesy does not create the appearance of an attempt to influence business decisions, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
 - v. The employee accepting the business courtesy would not feel uncomfortable discussing the courtesy with his or her manager or co-worker or having the courtesies known by the public.
 - vi. Canaveral Port Authority employees who are engaged in business development and in developing professional relationships should offer to pay for lunch, meals, refreshments or entertainment to reciprocate and balance out offers from customers or potential customers from their previous offers.
- e. **Gifts.** Employees may accept unsolicited gifts, other than money, that conform to the reasonable, ethical practices of the marketplace, including:
- i. Flowers, fruit baskets and other modest presents that commemorate a special occasion.
 - ii. An award, plaque, certificate, or similar personalized item given in recognition of the employee's public, civic, charitable or professional service.
 - iii. Gifts of nominal value, such as calendars, pens, mugs, caps and t-shirts (or other novelty, advertising or promotional items).
 - iv. Baskets or group gifts may be shared with a department receiving such a gift as long as the gift does not create the appearance of an attempt to influence business decisions of the department, such as accepting courtesies or entertainment from a supplier whose contract is expiring in the near future.
- f. **Compensation/Cash.** Generally, employees may not accept compensation, honoraria or money of any amount from entities with whom the Port does or may do business. Tangible gifts (including tickets to a sporting or entertainment event) that have a market value greater than \$25 may not be accepted unless approval is obtained from management.

4. **Business Courtesies – Giving.**

- a. Employees may provide nonmonetary gifts such as Canaveral Port Authority logo apparel, gift baskets or similar promotional items to our customers; business prospects and other partners, except to our government customers, for whom special rules apply. Please contact your Human Resources Business Partner or the Canaveral Port Authority Attorney for more guidance on government customers.

- b. When offering business courtesy we must assure that it cannot reasonably be interpreted as an attempt to gain an unfair business advantage or otherwise reflect negatively upon Canaveral Port Authority.
- c. An employee may not use personal funds or resources to do something that would be prohibited with Canaveral Port Authority resources.
- d. Business courtesies, as with all business expenditures, must be reported and accounted for in accordance with approved Canaveral Port Authority procedures.
- e. Management may approve other courtesies, including meals, refreshments or entertainment of reasonable value, provided that:
 - i. The practice does not violate any law or regulation or the standards of conduct of the recipient's organization or the Canaveral Port Authority.
 - ii. The business courtesy is consistent with industry practice, is infrequent in nature and is not excessively lavish.
 - iii. The business courtesy is properly reflected in the financial records of the Canaveral Port Authority and the costs are within the established budget.
 - iv. The business courtesy is conducted as part of regular, approved Business Development activity of Canaveral Port Authority and consistent with international port business development standards.
 - v. Events such as lunch, dinner or other events for the purpose of business development or recruitment may include spouses as appropriate.
 - vi. The Canaveral Port Authority staff from time to time may participate in a Canaveral Port Authority sanctioned customer appreciation event. Dinner, sports outings or venue that is sanctioned and approved by the Port Director and Chief Executive Officer and its Board of Commissioners. Special guests or family members also may be permitted to participate.

5. **Outside Employment.** Employees are permitted to engage in outside work or to hold other jobs, subject to certain restrictions as outlined below.

- a. In general, employees are not permitted to be employed by, or have a contractual relationship with, a business entity which is either doing business with, or is subject to the regulation of, Canaveral Port Authority. If you have questions or concerns regarding this restriction, please contact your Human Resources Business Partner or the Canaveral Port Authority Attorney.
- b. Employees are requested to consider carefully the demands that additional work activity will create before accepting outside employment. Outside employment will not be considered an excuse for poor job performance, including, failure to complete assignments on time, absenteeism,

tardiness, leaving early, unavailability or refusal to travel or work overtime or different hours. If the Canaveral Port Authority determines that an employee's outside work interferes with performance, the employee may be asked make a decision between the two jobs.

- c. Activities and conduct away from the job must not compete with, conflict with or compromise the Canaveral Port Authority's interests or adversely affect job performance and the ability to fulfill all job responsibilities.
- d. Employees are prohibited from performing any services for pay for customers of Canaveral Port Authority on their personal, non-work time that is performed normally for that customer by the Canaveral Port Authority during work time. This prohibition also extends to the unauthorized use of any Canaveral Port Authority tools or equipment and the unauthorized use or application of any confidential information.
- e. Employees of the Canaveral Port Authority shall not engage in any outside employment enterprise or other activity whether paid or unpaid which would interfere, be inconsistent, incompatible or in legal, ethical or technical conflict with their duties as Canaveral Port Authority employees or with the function and responsibility of the Canaveral Port Authority. This prohibition also extends to the unauthorized use of any Canaveral Port Authority tools or equipment and the unauthorized use or application of any confidential information.
- f. Employees are prohibited from soliciting or conducting outside business activities during paid working time and on Canaveral Port Authority property.
- g. Employees who have accepted outside employment may not use paid sick leave to work on the outside job.

6. Political Contributions and Activities.

- a. Employees of the Canaveral Port Authority are encouraged to be responsible citizens and to participate in civic and political activities, provided their activities are lawful and appropriate, and are conducted on their own time and at their own expense.
- b. Employees must not engage in political activities that may be viewed as creating a conflict of interest with their position at Canaveral Port Authority.
- c. Employees are not permitted to use Canaveral Port Authority funds or assets, including facilities, equipment or trademarks in connection with your personal political activities or interests and should use care not to give the impression that Canaveral Port Authority supports or endorses any candidate, campaign or issue with which you personally are involved.
- d. Employees are expected to follow all laws as they relate to the ability of organizations to make political contributions or engage in lobbying or other political campaign activities.
- e. The Government Relations Team is responsible for coordinating the Canaveral Port Authority's

activities with government officials and policy makers in compliance with applicable laws. Team members must not communicate with public officials regarding the Port-related policy matters or claim to represent the Canaveral Port Authority with policy makers except as authorized or directed by the Deputy Executive Director, Government Relations.

7. Other Conflicts of Interest.

- a. Conflicts of interest are not always immediately obvious, so if you are in doubt about a potential conflict, you should speak any member of the Senior Leadership Team, up to and including the Port Director/Chief Executive Officer, your Human Resources Business Partner up to and including the Deputy Executive Director, Human Resources, the Canaveral Port Authority Attorney or the EthicsPoint site before engaging in any activity, transaction or relationship that might give rise to a conflict of interest.
- b. Another way to evaluate a potential conflict is to consider the following questions. If the answer to any of these questions is “yes,” the relationship or situation is likely to create a conflict of interest, and you should avoid it.
 - i. Would this activity create an incentive for me, or be perceived by others to create an incentive for me, to benefit myself, my friends or my family, or an associated business at the expense of the company?
 - ii. Would this activity harm my reputation, negatively impact my ability to do my job at the company, or potentially harm the company?
 - iii. Would this activity embarrass the company or me if it showed up on the front page of a newspaper, social media site or a blog?

8. Examples of Conflicts of Interest.

- a. Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with the Canaveral Port Authority.
- b. Making use of business opportunities discovered or learned through the use of Canaveral Port Authority property, information, or our positions that may result in a personal gain, gain for an immediate family member, or gain for someone with whom we have a close personal relationship.
- c. Participating in or influencing a decision to hire a family member, or supervising an immediate family member or someone with whom we have a close personal relationship.
- d. Placing Canaveral Port Authority business with a firm owned or controlled by a Canaveral Port Authority employee or his or her family.
- e. Serving as a board member for an outside organization that is in direct competition or has other conflicts with the business of the Canaveral Port Authority.

- f. Owning or having a material personal interest in a competitor, supplier or contractor.
- g. Accepting gifts, discounts, favors or services, entertainment or any other payment from a customer/potential customer, competitor or supplier, , that could be viewed as a bribe.
- h. Conducting any non-Canaveral Port Authority business that interferes with the proper performance of your role, such as conducting non-Canaveral Port Authority business during working hours; utilizing confidential or proprietary information or processes gained as a Canaveral Port Authority employee; or using Canaveral Port Authority property or equipment for non-Canaveral Port Authority uses (exceeding reasonable personal use).
- i. Using confidential or proprietary information or processes gained as a Canaveral Port Authority employee for personal gain or to the Canaveral Port Authority's detriment, including consulting engagements with competitors or in direct conflict with the business of the Canaveral Port Authority.
- j. Accepting any personal benefit that is or could be interpreted as being given to you because of your role or seniority or because the donors believe you might be in a position to assist them in the future.
- k. Serving on the board of directors or advisors of a competitor or for a company that has or is seeking a business relationship with the Canaveral Port Authority, or owning a significant interest in such an organization, where your ability to make unbiased decisions in the best interest of Canaveral Port Authority could be compromised.

Reporting Procedures. If you become aware of any potential conflict of interest or ethical concern regarding your employment or another employee of Canaveral Port Authority, you must promptly speak to, write or otherwise contact a member of the Senior Leadership Team up to and including the Port Director/Chief Executive Officer, your Human Resources Business Partner, up to and including the Deputy Executive Director, Human Resources, the Canaveral Port Authority Attorney or Ethics Point. Employees should be as detailed as possible in their reports. All reports will be investigated as soon as possible and Canaveral Port Authority will determine whether a conflict of interest exists and what action should be taken.

No Retaliation. Canaveral Port Authority prohibits any form of discipline, reprisal, intimidation or retaliation for reporting a potential conflict of interest or violation of this policy in good faith or cooperating in related investigations.

IX. Employee Responsibilities

1. General Use of Company and Partner Resources.

- a. All employees are responsible for the safe use and maintenance of all tools, work equipment and assets, including software provided by the Canaveral Port Authority and/or any of its partners.

- b. Canaveral Port Authority assigned work tools, equipment, and assets including computers, copies and faxes are to be used for business purposes only; not for personal or non-company benefit. Exceptions to this guideline must be obtained in writing by the appropriate member of the management team. (For example, authorization may be given for an officially sponsored United Way Campaign).
- c. Managers are responsible for the assignment, maintenance and tracking of all Canaveral Port Authority tools, work equipment and assets assigned to their departments and to ensure their proper use.

2. Computers, Laptops, Cell phones, iPads, etc.

- a. Commissioners and employees will be assigned or provided stipends for resources such as computers, email accounts, laptops, iPads, cellphones, radios, etc. to be used in their daily work assignments and are expected to use good judgment in the use of these assigned resources. Reasonable personal use is permitted, such as non-work hour use of the internet for research related to continuing education.
- b. All communication about Canaveral Port Authority business whether on a Canaveral Port Authority assigned device or a personal device, regardless of whether a stipend is provided, is subject to Public Records request as outlined in Chapter 119, Florida Statute.
- c. Employees are expected to keep passwords secure and not share accounts. Authorized users are responsible for the security of their passwords and accounts.
- d. In order to protect the interests of the Canaveral Port Authority and our employees, the Canaveral Port Authority reserves the right to monitor or review all data and information contained on an employee's Canaveral Port authority-issued computer or electronic device, or personal devices for which they are receiving a stipend, including use of the Internet. Periodic monitoring may be performed to identify excessive "non-business related activity" or inappropriate website access.
- e. Use of Canaveral Port Authority resources or personal resources to create, access, store, print, solicit or send any materials that are harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate will not be tolerated.
- f. Employees are strictly forbidden to use Canaveral Port Authority assigned resources or resources for which they are receiving stipends to access clearly inappropriate or offensive websites such as pornographic or other similar sites.
- g. Employees are strictly forbidden from violations of the rights of any person or company protected by copyright, trade secret, patent or other intellectual property, or similar laws or regulations, including, but not limited to, digitization and distribution of photographs from magazines, books or other copyrighted sources, copyrighted music, and the installation of any copyrighted software for which the Canaveral Port Authority or the end user does not have an active license is strictly prohibited. Employees are strictly forbidden from the introduction of malicious programs

(malware) into the network or server (e.g., viruses, worms, Trojan horses, e-mail bombs, etc.).

X. Fraud Awareness and Prevention

1. The Canaveral Port Authority serves the public, therefore every Canaveral Port Authority employee has a responsibility to earn and maintain the public's trust by using taxpayer resources wisely and preventing fraud. The Canaveral Port Authority is committed to having a work atmosphere of fraud awareness, where everyone is trained to identify potential fraudulent activity and are supported when carrying out their responsibility to immediately report such activity. Every employee is expected to immediately report known or suspected loss of public funds or assets or fraud.
2. Fraud is a type of theft by deception. No employee knowingly should submit or concur in the submission of any claims, bids, proposals, or any other documents that are false, fictitious or fraudulent. Any team member who engages in or assists other with theft or fraud will be subject to disciplinary action up to and including termination and will also be subject to prosecution.

If you suspect fraud in any Canaveral Port Authority's business you are required to report it immediately to any member of the Senior Leadership Team up to and including the Port Director/Chief Executive Officer, your Human Resources Business Partner, up to and including the Deputy Executive Director, Human Resources, the Canaveral Port Authority Attorney or the EthicsPoint site.

XI. Confidential, Sensitive and Personal Information

1. All organizations operate with incredible amounts of data and information and this information can be created and transmitted in written, electronic and other forms. Some employees have access to sensitive and or confidential information such as employment information, payroll information, personal financial information, employee personnel files and other Canaveral Port Authority official documents. Other employees also may have access to confidential and sensitive data such as information regarding the strategy and business plans of Canaveral Port Authority which might include technical, business, contractual or financial information collected and prepared during annual and strategic project planning.
2. Employees who have access to sensitive and personal information are required to use this information only for the legitimate business purposes related to the Canaveral Port Authority. Employees also are required to take all steps necessary to protect our information and prevent unauthorized disclosure or access to our non-public information. No employee may use sensitive or confidential information for personal reasons, for their personal benefit or for any purpose other than the benefit of the Canaveral Port Authority.
3. Additionally, it is important that we respect the rights of others, therefore we will not acquire or seek to acquire through improper means of a competitor's or partner's trade secrets or other proprietary or

confidential information. We will not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

XII. Accountability

1. Each of us is responsible for knowing and adhering to the values and standards set forth in this Code and for raising questions if we are uncertain about Canaveral Port Authority policy. If you are concerned whether the standards are being met or are aware of violations of the Code of Ethics and Business Conduct, it is your responsibility to immediately notify to any member of the Senior Leadership Team up to and including the Port Director/Chief Executive Officer, your Human Resources Business Partner, up to and including the Deputy Executive Director, Human Resources, the Canaveral Port Authority Attorney or the EthicsPoint site.
2. The Canaveral Port Authority will be required from time to time to enter into non-disclosure agreements (NDO). These NDO's are binding on the signer and all other members of the Canaveral Port Authority Team. If the scope of your job services requires that you be part of due diligence work for a potential agreement or contract under a NDO, you must be discreet and keep all discussions confidential. You may not discuss these business dealings with anyone outside of the assigned business team until permission is given to do so. As a member of these business teams you must keep all conversations confidential so as to keep the non-disclosure discussions intact.

XIII. Compliance and Discipline

All employees are expected to comply with the guidelines of the Code of Ethics and Business Conduct. Failure to comply may result in disciplinary action, up to and including, terminations and in some instances, civil liability and criminal prosecution. Disciplinary action will be considered in all appropriate circumstances to include:

1. Any employee who is found to have authorized, condoned, participated in, or concealed actions that are in violation of these standards;
2. Supervisors who approve or disregard a violation or who, through lack of diligence, fail to prevent or report violations;
3. Supervisors or others who directly or indirectly retaliate or encourage others to retaliate against an employee who reports a violation of these standards.

Acknowledgement

I acknowledge receipt of the Canaveral Port Authority Code of Ethics and Business Conduct.

I understand that this code of conduct applies to all Commissioners and employees of Canaveral Port Authority and the guidance provided is mandatory for all employees, no exceptions. I understand that it is my responsibility to carefully read and comply with these policies. I further certify that I will fully comply with this code of conduct. From time to time the Canaveral Port Authority may revise its policies and procedures and in such an event the provisions in this brochure also will be updated and changed accordingly. Nothing in this document shall be interpreted to create a contract or a guarantee of employment.

COMMISSIONER OR EMPLOYEE NAME (Please print)

COMMISSIONER OR EMPLOYEE SIGNATURE

SUPERVISOR'S NAME

SIGNATURE DATE



CANAVERAL
PORT AUTHORITY

