

Date: July 23, 2025

To: Board of Directors

From: LaVerne Lewis, Board President

Subject: **RESOLUTION NO. 25-07-37 OF THE TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON (TRIMET) ENDORSING THE STATEMENT OF BOARD MEMBER RESPONSIBILITIES AND CODE OF CONDUCT**

1. Purpose of Item

This Resolution demonstrates the endorsement of the TriMet Board of Directors (Board) of the *Statement of Individual Board Member's Responsibilities and Code of Conduct – 2025-2026*, attached hereto as Exhibit A, and each Board member's commitment to adhere to the same during their service on the Board.

2. Type of Agenda Item

- ☐ Initial Contract
- ☐ Contract Modification
- ☒ Other: Resolution Endorsing Board Member Responsibilities and Code of Conduct

3. Reason for Board Action

A demonstration of each Board member's commitment to the Statement of Responsibilities and Code of Conduct provides clarity regarding expected responsibilities and conduct, enhances public confidence in the integrity of Board actions, and promotes mutual respect within the Board.

4. Type of Action

- ☒ Resolution
- ☐ Ordinance 1st Reading
- ☐ Ordinance 2nd Reading
- ☐ Other

5. Background

In keeping with past years, TriMet staff prepared the *Statement of Individual Board Member's Responsibilities and Code of Conduct* for 2025-2026 (Code of Conduct), attached hereto as Exhibit A, so that it could be formally and publicly endorsed by the Board.

The proposed Code of Conduct is virtually identical to the 2024-2025 version, with two substantive additions added at my request, which are set out in a red-lined version of the Code attached as Exhibit B: In Section A, subsection 2, I have clarified that if you are going to miss a board meeting or a committee meeting you need to provide me with sufficient advance notice that I can notify the alternate committee member to attend the meeting in your stead. And in Section A, subsection 6, we have clarified that board requests for reports, documents, or other information from TriMet staff must be directed to the General Manager

and/or Board President rather than TriMet staff. This ensures a central clearinghouse and tracking mechanism for all such requests.

6. Financial/Budget Impact

Not Applicable.

7. Impact if Not Approved

The Code of Conduct creates certainty regarding roles, responsibilities and legal and ethical obligations. Failure of the Board to adopt this Resolution could cause some to question the Board's commitment to regular attendance and participation at board and committee meetings, to appropriate and ethical conduct, and to the fundamental values of the Agency.

RESOLUTION NO. 25-07-37

**RESOLUTION NO. 25-07-37 OF THE TRI-COUNTY METROPOLITAN
TRANSPORTATION DISTRICT OF OREGON (TRIMET) ENDORSING
THE STATEMENT OF BOARD MEMBER RESPONSIBILITIES AND CODE
OF CONDUCT**

WHEREAS, the members of the TriMet Board of Directors (Board) have been appointed by the Governor and are public officials held to the highest standards of ethics, honesty, integrity and service to the public; and

WHEREAS, the individual members of the Board desire to publicly demonstrate their commitment to hold themselves to the standards set forth in the *Statement of Individual Board Member's Responsibilities and Code of Conduct*;

NOW, THEREFORE, BE IT RESOLVED:

1. The TriMet Board of Directors hereby endorses the *Statement of Individual Board Member's Responsibilities and Code of Conduct – 2025-2026*, attached hereto as Exhibit A, and each Board member commits to adhere to its standards, as shown by the signature of each on a true copy of the same, which shall be kept on file in the office of the General Manager.

Dated: July 23, 2025

Attest:

Presiding Officer

Recording Secretary

Approved as to Legal Sufficiency:

Shelley Devine
Legal Department



STATEMENT OF INDIVIDUAL BOARD MEMBER'S RESPONSIBILITIES AND CODE OF CONDUCT – 2025-2026

A. General Expectations

The Governor's Handbook for Boards & Commissions, at pages 4-6, contains specific Board member expectations regarding "Representation," "Being an Effective Board Member," and "Common Sense." As a TriMet Board member, I have reviewed the Governor's Handbook for Boards and Commissions and ORS 182.010 and 182.020, and agree to:

1. Know and align with the Vision, Mission and Values of TriMet.
2. Attend all Board meetings and meetings of committees on which I serve, unless an emergency or serious illness arises. If I am going to miss a board or committee meeting, I will provide sufficient advance notice to the Board President so that an alternate committee member can be contacted to attend. I acknowledge that missing a meeting without giving advance notice will be considered an unexcused absence, and that TriMet will report all meeting absences to the Governor.
3. Learn about issues affecting the Board. Read the minutes, resolutions, ordinances, and other supporting materials prior to TriMet Board and committee meetings.
4. Recognize the Board must operate in a public and open manner, and that the authority to act is granted to the Board as a whole, not to individual Board members. A Board member may not make decisions or take unilateral action without the consent of the Board as a whole.
5. Build goodwill for TriMet by attending charitable and community-based events as a "TriMet Ambassador." Be mindful that as a Board member I represent TriMet publicly, and will promote a positive image and support TriMet's interests whenever appropriate, and take care not to appear to speak for the Board unless specifically authorized to do so. In addition, I agree to refrain from using my Board membership to create a personal platform.
6. All requests for reports or documents from TriMet, or questions for TriMet staff, must be directed to either the Board President or General Manager, who will see that Board members receive the information by the next meeting.
7. Comply with the parliamentary procedures and display courteous conduct in all public meetings.
8. Operate within the parameters of TriMet's governing statute (ORS Chapter 267), the TriMet Code, and state and federal laws.
9. Not disclose matters dealt with in executive session, unless they are part of the public record.
10. Keep abreast with trends and developments in the public transportation sector.
11. Maintain objectivity and exercise fairness, integrity, loyalty, collegiality and care in the execution of my duties.

B. Ethics

It is the policy of Oregon Government Ethics Law that “public officials should put loyalty to the highest ethical standards above loyalty to government, persons, political party or private enterprise.” ORS 244.010. As a Board member of TriMet, I pledge to:

1. Refuse any gifts -- including meals, travel, lodging, entertainment, concert or sporting tickets – from any source with a legislative or administrative interest in TriMet, unless the fair market value of the gift is less than \$50 and is not accepted more than once a calendar year from the same source. Regardless of the value of the gift, I will disclose in my annual Statement of Economic Interest all gifts of any amount that I accepted during the year from any source with a legislative or administrative interest in TriMet.
2. Refrain from using or attempting to use my position as a TriMet Board member for financial gain or benefit for myself, for a relative or member of my household, or for any business with which we are associated, if the gain or benefit is available because of my Board membership.
3. Avoid conflicts of interest between my position as a Board member and my personal life. Declare any personal, financial, civic, or business interest regarding contracts, programs, or transactions that TriMet may enter into, as soon as such conflict or the possibility of conflict arises. Abstain from discussion, decision-making and/or voting on the issue.
4. Declare any close relationships (i.e., more than acquaintances) with staff or recruits, and refrain from inappropriately influencing decisions in TriMet’s recruitment (hiring) or procurement (contract award) process. This section recognizes that the Board is involved in the General Manager hiring decision, and that upon the General Manager’s request, Board members may sit on other hiring committees in an advisory capacity.
5. Hold in confidence any information that TriMet, in its reasonable judgment, determines to be confidential.
6. Consult with TriMet’s General Counsel whenever I have a question or am uncertain about whether these ethics rules apply to a particular situation.

C. My Role

As a Board member of TriMet, I acknowledge that:

1. My primary roles are 1) to contribute to defining the organization’s mission and governing the fulfillment of that mission; and 2) to carry out the functions of the office of Board member as stated in ORS Chapter 267.
2. My roles focus on the development of policies that govern the implementation of TriMet plans and purposes. These roles are separate and distinct from the role of the General Manager, who determines the means of implementation of TriMet’s plans and purposes and has broad authority for TriMet’s day-to-day affairs.

Signature: _____

Print Name

Date: _____, 2025



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RESPONSIBILITIES AND CODE OF CONDUCT – 2024~~5~~-2025~~6~~**

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Signature: _____

Print Name

Date: _____, 2024