



Rivermark Community Credit Union  
**OFFICIALS CODE OF ETHICS AND BUSINESS CONDUCT POLICY**

LAST REVIEWED & APPROVED	6/18/2025	REVIEW FREQUENCY	2 Years
POLICY EXPERT	SVP People Operations & Experience	AUTHORITY	Rivermark Bylaws; ORS 723, Bank Bribery Act
POLICY OWNER	AVP Executive Administration	AUDIENCE	Board of Directors; Audit Committee
POLICY APPROVER	Governance Committee / Board of Directors	DATA CLASSIFICATION	Internal Use

## I. PURPOSE

In accordance with all applicable policies, laws and regulations, the Officials Code of Ethics and Business Conduct Policy (“Policy”) will define the standards of conduct for Officials of Rivermark Community Credit Union (“Rivermark” or the “Credit Union”).

The Officials Code of Ethics and Business Conduct Policy is adopted by the Credit Union’s Board of Directors, Audit Committee, and other Committees and Credit Union Officials.

The members of Rivermark Community Credit Union’s Board of Directors, Audit Committee and other appointed Board Committees (collectively “Officials”) are elected or appointed to positions to serve Rivermark’s membership. Officials must abide by the standards and requirements set forth in this Policy.

## II. RESPONSIBILITY & OVERSIGHT

This Policy will be reviewed biennially by the Board of Directors. Management shall ensure the Credit Union maintains written procedures and appropriate internal controls to implement this Policy and to ensure full compliance with applicable laws and regulations.

## III. OBJECTIVES

The primary objectives of this Policy include:

- To outline the responsibilities, fiduciary duties, and general standards of conduct Officials must adhere to as a condition of their service
- To provide guidance on protocols for confidentiality
- To direct the process of handling breaches of the guidelines and standards outlined in the Policy

## IV. COMPONENTS

Key components of this Policy include:

- Code of Ethics and Business Conduct
- Standards of Confidentiality
- Condition of Service
- Policy Administration
- Official Acknowledgement

## **V. CODE OF ETHICS AND BUSINESS CONDUCT**

### **A. RESPONSIBILITY**

Rivermark Officials are dedicated to fostering an ethical, inclusive, and equitable environment that upholds the Credit Union's purpose and values while serving its members and communities. They are committed to maintaining the highest ethical standards in conducting Rivermark's business and representing the interests of its members. Rivermark Officials embrace responsibility for ensuring the integrity of its actions and decisions, while adhering to and enforcing exemplary standards of conduct and principles of sound corporate governance.

### **B. FIDUCIARY DUTIES**

Officials are committed to carrying out their fiduciary duties of undivided loyalty, good faith and fair dealing in the conduct of Rivermark business, maintaining confidentiality of member information and in making informed decisions in the best interests of Rivermark and its membership, consistent with the goals and mission of Rivermark.

### **C. GENERAL STANDARDS OF CONDUCT**

Rivermark Officials are expected to be committed to the highest standards of conduct and adhere to the following general principles:

- a. To strictly uphold the laws, rules, regulations, bylaws and policies relating to the operation of the Credit Union.
- b. To observe the highest standards of personal conduct relating to the business of the Credit Union at all times.
- c. To communicate and act in a respectful manner, both while representing the Credit Union as an Official, and outside of this role.
- d. To demonstrate and uphold the Credit Union's Community Standards and Shared Values, as an Official and as a member.
- e. To not engage in conduct that could be construed as racist, discriminatory or harassment based on a person's race or color, age, gender, sex (including sexual orientation and gender identity), religion or creed, ethnic heritage, marital status, veteran's status or physical or mental disability.

- f. To foster a culture of diversity, equity and inclusion (DEI) embracing and celebrating the unique experiences, perspectives, and cultural backgrounds our members and employees bring to the organization.
- g. To guard against the use of their Credit Union position for personal or financial advantage or special privilege; to avoid the granting of preferential treatment or special favors to anyone; and to avoid conflicts of interest with its policies and operations.
- h. To adhere to open, democratic procedures in the election of Officials and in the formulation of Credit Union policy and practices.

#### **D. CONFLICTS OF INTEREST**

Rivermark Officials will uphold the highest standards of honest and ethical conduct and avoid real or perceived conflicts of interest in their personal or professional relationships. No Rivermark Official will use their position for inappropriate personal gain.

- a. Consistent with the Credit Union's Bylaws, if a conflict of interest is determined to exist, it is expected that the Official shall abstain from deliberating, making recommendations or voting on any issues related to the conflict.
- b. Examples of potential conflicts of interest that should be reported promptly include: (a) being employed by the Credit Union or any subsidiary, or serving as a consultant or independent contractor of the Credit Union during the past three years; (b) a family member currently serving as an Official, paid employee, consultant or independent contractor of the Credit Union; (c) currently serving, or have a family member who serves, as a current partner of the Credit Union's outside auditor, or was a partner or employee of the Credit Union's outside auditor any time during any of the past 2 years; (d) serving on the Board or currently employed at another credit union, bank, financial services company, or vendor of the Credit Union; (e) a spouse, significant other, or other family member living within the Official's household serving on the Board, or being employed at a management level by another financial institution within the Credit Union's service market.

As used above, the term "Family Member" means a person's spouse, domestic partner, parents, children, stepchildren, siblings, half-siblings, grandparents, grandchildren, aunts, and uncles, whether by blood, marriage or adoption, or anyone residing in such person's home.

- c. Rivermark Officials must disclose their outside activities, financial interests, and relationships that may present a possible conflict of interest or the appearance of a conflict of interest within 90 days of discovery and obtain written approval from the Board Chair to serve in any position as a Director, Committee Member or Officer of an outside business concern.

- d. If a conflict of interest is deemed to exist, the individual must not render services to, represent, or undertake to act for any outside or competing concern, whether for compensation or not, unless the Board Chair determines that such relations with the outside or competing concern do not conflict with the interests of Rivermark and there is no reasonable likelihood that the relations will influence the person's judgment or actions in performing duties to Rivermark, or that the person's absence from related deliberations and abstention from relevant votes are satisfactory to avoid the conflict of interest.
- e. As part of this standard, Board Members are expected to actively participate in the consideration of policy and other matters that come before them. Officials commit themselves to spirited and respectful dialogue, fair deliberations and a goal of consensus. Once a matter is decided by a vote, the Board shall communicate a single, unified position on the issue that reflects the decision of the Board. Individual Officials shall not communicate the positions of individuals or the nature of the deliberations that may have occurred. Individual Officials do not have individual authority and shall not attempt to exercise individual authority over Credit Union or Board actions, unless such authority is provided by Board resolution or explicitly set forth in Board policies.

## **E. COMPLIANCE WITH APPLICABLE LAW**

Rivermark Officials will comply with all applicable governmental rules and regulations and with Rivermark's articles, bylaws and policies that are adopted from time to time by the Board of Directors including but not limited to the following:

### **a. Impermissible Investments**

- i. **Prohibited Investments:** Officials shall not knowingly make any financial investment, directly or indirectly, in any affiliate, vendor, customer or supplier of Rivermark except as outlined below. Any exceptions must be approved in advance by the Board Chair. This prohibition applies to all Officials and their immediate families and to all forms of investment including, but not limited to, securities, investment in a proprietorship, joint ventures, or similar business activities.
- ii. **Permissible Exceptions:** Financial investments are permitted in companies who are vendors, customers and/or suppliers if such investments are in publicly traded securities, or if it is otherwise clear such investments are not being made on any terms that are more favorable than those terms available to the general public.
- iii. **Compliance:** Any personal investments or investments of immediate family members should never involve the use of any confidential information that might be considered "insider information," i.e., information not publicly disclosed. Officials are expected to comply with all laws and regulations (federal, state, and local). The use of any Rivermark

person or resource in violation of any federal, state, or local law or regulation is strictly prohibited.

**b. Qualification and Disqualification**

Officials who default on a payment of a voluntary obligation to the Credit Union or has otherwise caused the Credit Union to incur a financial loss or fail to satisfy the qualifications to serve in a Director or Committee position, as applicable, are ineligible to serve.

Any Official who commits an act constituting breach of trust or dishonesty, i.e., theft, fraud, or falsification of Rivermark records, will be subject to suspension or removal from office as provided by the Bylaws or Oregon law. Any knowledge of such dishonesty shall immediately be reported to the Board Chair.

**c. Bank Bribery Act Compliance**

The federal Bank Bribery Act (“BBA”) generally prohibits Officials from giving, offering, promising, demanding, soliciting, accepting, or agreeing to accept, anything of value from any person that is intended to influence or reward any business or transaction of Rivermark.

Therefore, all Officials, as well as agents and attorneys, are required to adhere to the prohibitions of the BBA with regard to all business or transactions at Rivermark. The BBA does provide for exceptions to its general prohibition; it allows for the payment or provision of bona fide salaries and wages, reimbursement of reasonable expenses, certain gifts based on family or personal relationships, discounts, and civic or charitable awards. Generally, the exceptions require that the item of value be received in the ordinary course of business or in a context where the exchange does not give rise to a risk of impropriety.

BBA compliance for Rivermark employees (non-Officials) is addressed in the Employee Policy Handbook, and the compliance procedures for Officials are set forth in full in the Board Governance Policy. The policies specifically identify when a situation requires a written disclosure and approval. Official confirms that they will consult the applicable policy and procedure prior to accepting or requesting an exchange that may implicate the BBA.

**F. NON-DISCRIMINATION, ANTI-HARASSMENT, AND ANTI-RETALIATION**

Rivermark maintains an inclusive, respectful environment for everyone including members, employees, and Rivermark Officials. As such, harassment is not tolerated.

Harassment is verbal or non-verbal conduct that creates an intimidating, hostile or offensive work environment and is directed toward a person's race or color, age, gender, sex (including sexual orientation and gender identity), religion or creed, ethnic heritage, marital status, veteran's status or physical or mental disability or any other characteristic or trait protected by federal, state, or local law.

**a. Sexual Harassment**

Sexual harassment is a form of harassment and includes but not limited to unsolicited and unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when submission to the conduct is made either (1) explicitly or implicitly a term or condition of employment or participation in a leadership position and/or (2) submission to or rejection of such conduct is used as the basis for leadership decisions affecting the harassed person.

In addition, sexual harassment can occur when sexually related conduct is so severe or offensive as to interfere with a person's work performance. Many behaviors can constitute sexual harassment including but not limited to: verbal harassment (e.g., epithets or offensive remarks); physical harassment (e.g., inappropriate touching or impeding or blocking movement); visual harassment (e.g. sending or displaying sexually suggestive pictures); and sexual favors (e.g. requesting dates or promises of advancement for sexual acts).

**b. Other Forms of Harassment**

Harassment on the basis of any other protected characteristic is also strictly prohibited. Harassment of this kind is verbal or physical conduct that denigrates or shows hostility toward an individual because of their race or color, age, gender, sex (including sexual orientation and gender identity), religion or creed, ethnic heritage, marital status, veteran's status or physical or mental disability or any other characteristic protected by law.

**c. Complaint and Investigation Procedure**

If an Official feels that they have been a victim of harassment, or becomes aware of harassment or discrimination, the Official must report it to the Board Chair, Audit Committee Chair or President/CEO. Any report of any harassment claim against a Director or Committee member shall be investigated by a committee consisting of at least three Board Members appointed by the Board Chair (or Vice Chair if the claim is against the Board Chair). Any offense confirmed via an investigation may result in suspension, termination, or removal as allowed by applicable law. However, no suspension shall occur until the investigated party has had a reasonable opportunity to be heard.

**d. Retaliation**

Officials shall not retaliate against any person who has made a complaint of harassment or discrimination. No hardship, loss, benefit or penalty may be imposed on any person in response to: filing or responding to a bona fide complaint of discrimination or harassment, for providing information related to a concern, appearing as a witness in the investigation of a complaint, serving as an investigator of a complaint, or otherwise cooperating in an investigation of a reported violation of this Policy. If an Official feels that they have been retaliated against or becomes aware of retaliation against a complainant, then they must report it immediately to the Board Chair or President/CEO.

## **G. PUBLIC STATEMENTS AND REPRESENTATIONS**

Although Rivermark has a policy of maintaining good relations with all news media and tries to accommodate media inquiries, there is much information concerning Rivermark that should not be made available to the public. While public disclosure is essential on matters of common knowledge, matters of confidentiality must be treated as such. Any inquiry made to Rivermark Leadership by the media should be referred to the President/CEO or to the Chief Marketing Officer.

## **H. FINANCIAL RESPONSIBILITY**

Rivermark Officials will conduct their financial affairs in such a responsible manner as to be above criticism, particularly as it relates to Rivermark accounts and/or loans. Rivermark recognizes that, on occasion, any member (including Rivermark Leadership) may experience a need for special handling of an account (i.e., reversal of a fee or fees, a negotiated interest rate on a CD, or any other typical exception occasionally granted to members).

In the event an Official determines a need to request an exception, they are to handle it through the standard channels that any other member would utilize and notify the Board Chair and President/CEO within 5 business days of their exception request.

## **I. CONFIDENTIAL INFORMATION**

Officials are responsible for ensuring that any Rivermark records and Confidential Information, including those reviewed or generated by the Official, and any records in the Official's custody or control are securely maintained at all times. In addition, Rivermark expressly prohibits Rivermark Officials from destroying, altering, or falsifying any Rivermark records when such acts are intended to impede or obstruct the investigation of any governmental or regulatory body or other legal action. Officials shall refrain from disclosing or allowing to be disclosed any confidential Credit Union information to anyone, and such information shall not be used for the Official's personal benefit or the benefit of the Official's family, friends or associates, or by any other individual or entity other than the Credit Union. Exceptions to this standard shall be made only upon prior approval of the Board of Directors or Executive Committee of the Board.

Rivermark relies on its business records for making sound financial and business decisions; for making representations to its members, regulators, and the media concerning Rivermark, and for asserting its legal rights. The protection and proper use of Confidential Information is essential to ensure sound business decisions by Rivermark Officials.

Rivermark documents are, and remain, the property of Rivermark. All confidential Rivermark documents (whether maintained in electronic or physical format) shall be returned when an Official no longer serves Rivermark in any such capacity.

**a. Documents**

Documentation provided to Rivermark Leadership regarding the governance and affairs of Rivermark, which may include, but not limited to:

- Board-approved Policies
- Monthly Board minutes, meeting agenda, and supporting documents
- Board resolutions, and Memoranda of Board and management actions
- Documents related to Rivermark's corporate, legal, proprietary operational and employment issues
- Rivermark's budget and financial information, business plans and strategies; transaction trends
- Competitive analyses; reports of State and Federal examiners
- Information regarding a member or joint account owner or borrower (including personally identifiable financial information)
- Reports of outside auditors and internal auditors
- Information regarding a member or joint account owner or borrower (including personally identifiable financial information)
- Research and supporting documents provided at Rivermark planning conferences, retreats and meetings
- Financial or other information regarding Rivermark or any of its activities that could reasonably be expected to affect the Rivermark's position in the general community
- Other information that is marked or otherwise identified as confidential or information that would otherwise appear to a reasonable person to be confidential in the context and circumstances in which the information is known or used, whether maintained in electronic or physical format (collectively "Confidential Information").

**b. Protocols for Maintaining Confidentiality**

Rivermark documents are considered proprietary and confidential to Rivermark and shall not be disclosed to any third party, except as authorized by regulatory agencies, law



enforcement officials, and authorized agents of Rivermark or as otherwise expressly permitted by the Board Chair.

To maintain the confidentiality of the Confidential Information, Rivermark Officials must follow these protocols:

- Confidential Information may not be copied, reproduced, forwarded, or transmitted in any manner except to comply with a requirement of law or as expressly permitted by the Board Chair.
- Information developed for, or provided to, Rivermark Officials that is retained by Rivermark is considered Rivermark property and Officials waive and relinquish all rights to such works or property.
- Officials should not access or use any Confidential Information to which Rivermark has not provided the Official access or authorization to use.
- Confidential Information shall not be communicated to or discussed with any person who is not a Director, Audit Committee member or member of another appointed Board Committee of Rivermark until such information has been authorized for distribution to Rivermark members and the general public.
- Officials should not discuss Confidential Information in public where it may be overheard, including elevators, restaurants, cabs, and public transportation.
- Officials shall not discuss or send Confidential Information via email unless Official is using a Rivermark approved email address, is using a secure internet connection, and has knowledge that the email addresses to which the Confidential Information is sent is an authorized recipient of the information.
- Under no circumstances will Officials use Confidential Information for their own or anyone else's personal benefit.
- In the event of an inadvertent disclosure of Confidential Information, Official must immediately inform the Board Chair or President/CEO so that measures can be taken to minimize damage to Rivermark. Knowledge of any unauthorized disclosure of member or employee information shall also be immediately reported to the Board Chair or President/CEO.
- Officials must keep Confidential Information in a secure location or on a secure device with limited access, electronic access controls, or proper password or encryption.
- If an Official is unsure whether information should be kept confidential, they should always check with the Board Chair or President/CEO before disclosing the information or taking any other action.

The accuracy and completeness of these records are critical to Rivermark. These records are required to be maintained and disposed of in accordance with established industry standards and Rivermark's Record Management Program.

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**c. Disclosure of Trade Secrets Under the Defend Trade Secrets Act of 2016**

Notwithstanding any other provision of this Acknowledgement, Official will not be held criminally or civilly liable under any federal or state trade secret law for any disclosure of a trade secret that is made:

- In confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law;
- Or in a complaint or other document that is filed under seal in a lawsuit or other proceeding.

If an Official files a lawsuit for retaliation by Rivermark for reporting a suspected violation of law, the Official may disclose Rivermark's trade secrets to the Official's attorney and use the trade secret information in the court proceeding if the official: files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

## **VI. CONDITION OF SERVICE**

Officials must notify the Board Chair if their status changes and they no longer meet the qualifications for the seat they occupy.

Compliance with these Standards of Conduct and all other policies referenced herein shall be a condition of service with Rivermark as a Board Director, Committee Member or Official. Conduct not in accordance with these provisions shall constitute grounds for disqualification to serve, disciplinary action, or suspension or removal as permitted by law.

## **VII. POLICY ADMINISTRATION**

Rivermark expects every Official to act in accordance with the highest standards of personal and professional conduct not only in all aspects of their service and association with Rivermark but also outside of this official role. Officials are expected to comply with all applicable policies and procedures of Rivermark. Conduct that is not protected by law and violates Credit Union policies or procedures or has a reasonable potential to damage the Credit Union's reputation or business is prohibited. Personal conduct extends to an Official's online activity including internet postings and social media usage.

Annually, each Official will sign a statement affirming their continued commitment to the Credit Union's *Officials' Code of Ethics & Business Conduct Policy*.

All potential Officials shall review and sign this policy before they will be considered for service with the Credit Union.

The Audit Committee has the responsibility for monitoring compliance with this policy. However, the primary accountability and responsibility for adhering to the Officials Code of Ethics and Business Conduct Policy rests with each individual Official.

Rivermark's Board of Directors reserves the right to provide the final interpretation of the Policy and to make revisions as deemed necessary and appropriate. Board Members must disclose to the Board Chair any conflict of interest that they may have in connection with their position.

Rivermark has the maximum discretion permitted by law to interpret, administer, change, modify or delete a policy at any time with or without notice.

#### **VIII. OFFICIAL ACKNOWLEDGEMENT**

I fully understand and do hereby acknowledge that in serving as an Official with Rivermark Community Credit Union, I have received a copy of Rivermark's Board approved policies, and I am expected to conform to and abide by the foregoing Officials Code of Ethics and Business Conduct Policy. I understand and agree that violation of this Policy may result in disciplinary action, up to and including termination from official capacity with the Credit Union.

Officials Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_