

## Acknowledgment of Standards of Conduct and Confidentiality

This Acknowledgement of the Rivermark Community Credit Union (“Rivermark”) Standards of Conduct and Confidentiality (the “Acknowledgement”) is executed by the undersigned member (“Member”) of the Credit Union’s Board, Supervisory Committee, or other Committees and Credit Union Officials.

The members of Rivermark Community Credit Union’s Board of Directors, Supervisory Committee and other appointed Board Committees (collectively “Rivermark Leadership”) are elected or appointed positions to serve Rivermark’s membership. Members of Rivermark’s Leadership must abide by the standards and requirements set forth in the Credit Union’s Code of Ethics and Standard of Business Conduct, which can be found in full in the Board Policy Manual. Member hereby confirms that this Acknowledgement is a summary of the Code of Ethics and agrees to be bound by the Code of Ethics in its entirety.

### I. Standards of Conduct

1. **Responsibility.** Rivermark Leadership and other Rivermark Officials are dedicated to upholding the highest ethical standards in conducting Rivermark’s business and in representing the interests of Rivermark members. Rivermark Leadership accepts responsibility for ensuring the integrity of its actions and decisions and complying with and enforcing the highest standards of conduct and principles of good corporate governance.
2. **Fiduciary Duties.** Members of Rivermark Leadership 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.
3. **General Standards of Conduct.** Rivermark Leadership 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 member of Rivermark Leadership will use his or her official position for inappropriate personal gain. Outside jobs, investments, personal relationships or other activities that may lessen the impartiality or judgment of leadership, or interfere with management and oversight effectiveness must be avoided. Rivermark Leadership 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 and obtain written approval from the Board Chair before accepting any position as a Director, Committee Member or Officer of an outside business concern. 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. Rivermark’s Board of Directors will follow democratic procedures in the nomination and election of officials and in their formulation of Rivermark policy and practice. Directors will cooperate with all other Board members and Committee members, supporting majority decisions, and be willing to work toward consensus decisions.

4. **Compliance with Applicable Law.** Rivermark Leadership 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.** Rivermark Leadership 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 Rivermark Leadership 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. Rivermark Leadership is 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.** Rivermark is required by Oregon law and the National Credit Union Administration (“NCUA”) to consider ineligible for the position of a Director or Committee member, any individual who fails to fulfill his or her legal duties and obligations. Directors and all Committee members agree that the standards for their performance shall be no less than Officials or employees. Any Director or Committee member 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 permitted by law. 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 Rivermark Leadership 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, Rivermark requires all Rivermark Leadership members, as well as agents and attorneys 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 is 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 Human Resources Policies and Procedures Manual, and the compliance procedures for Rivermark Leadership are set forth in full in the Board Policy Manual. The policies specifically identify

when a situation requires a written disclosure and approval. Member confirms that he or she will consult the applicable policy and procedure prior to accepting or requesting an exchange that may implicate the BBA.

- d. **Non-discrimination, Anti-harassment and Anti-retaliation.** Rivermark maintains an inclusive, respectful environment for everyone including members, employees and Rivermark Leadership. As such, harassment is not tolerated. Harassment is conduct that substantially interferes with a person's work performance or creates an intimidating, hostile or offensive work environment and is directed toward a person's sex, race, color, gender, sexual orientation, age, religion, marital status, veteran status, genetic information, national origin, disability or any other characteristic or trait protected by federal, state, or local law. Whether certain conduct constitutes harassment is determined in part by the perception of the affected person. Individuals have different views of what is acceptable or offensive. Conduct or communication that may be innocently intended can be viewed as offensive by the recipient.
- i. **Sexual Harassment.** Sexual harassment can differ from other types of harassment and is defined as unwelcome advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when submission to the conduct is (1) an made explicit or implicit term or condition of employment or participation in a leadership position, (2) or 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 offense 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).
  - ii. **Other Forms of Harassment.** Sexual harassment is not the only kind of harassment prohibited by Rivermark's policy. 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, color, religion, creed, sex, age, national origin, disability, sexual orientation, marital status, genetic information, veteran status, or any other characteristic protected by law or that of the employee's relatives, friends or associates.
  - iii. **Complaint Procedure.** If Member feels that he or she has been a victim of harassment, or becomes aware of harassment or discrimination, the Member must report it to the Board Chair or President/CEO. Any offense confirmed via an investigation may result in suspension, termination, or removal as allowed by applicable law.
  - iv. **Retaliation.** Rivermark Leadership shall not retaliate against any person who has made a complaint of harassment or discrimination. If Member feels that he or she has been retaliated against or becomes aware of retaliation against a complainant, then he or she must report it immediately to the Board Chair or President/CEO.

Rivermark's complete Discrimination, Harassment, and Retaliation policy is contained in the Board Policy Manual.



5. **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 Vice President of Marketing.
6. **Financial Responsibility.** Members of Rivermark Leadership 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 a Director or Committee member 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.

## II. Confidentiality

1. **Confidentiality of Rivermark Documents.** Rivermark provides Rivermark Leadership with documentation regarding the governance and affairs of Rivermark, which may include, but not limited to: Board Policy Manual; 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; and 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").
2. **Protocols for Maintaining Confidentiality.** The protection and proper use of Confidential Information is essential to ensure sound business decisions by Rivermark Leadership. 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. Rivermark documents are and remain the property of Rivermark and all Rivermark documents (whether maintained in electronic or physical format) shall be returned when a Director, or Board Committee member no longer serves Rivermark in any such capacity. To maintain the confidentiality of the Confidential Information, Rivermark Leadership must follow these protocols:
  - a. 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.
  - b. Information developed for, or provided to Rivermark Leadership that is retained by Rivermark is considered Rivermark property and Member waives and relinquishes all rights to such works or property.



- c. Member should not access or use any Confidential Information to which Rivermark has not provided Member access or authorization to use.
  - d. Confidential Information shall not be communicated to or discussed with any person who is not a Director, Supervisory Committee member of another appointed Board Committee of Rivermark until such information has been authorized for distribution to Rivermark members and the general public.
  - e. Member should not discuss Confidential Information in public where it may be overheard, including elevators, restaurants, cabs, and public transportation.
  - f. Member shall not discuss or send Confidential Information via email unless Member 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.
  - g. Under no circumstances will Member use Confidential Information for his or her own or anyone else's personal benefit.
  - h. In the event of an inadvertent disclosure of Confidential Information, Member 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 information shall also be immediately reported to the Board Chair or President/CEO.
  - i. Member must keep Confidential Information in a secure location or on a secure device with limited access, electronic access controls, or proper password or encryption.
  - j. If Member is unsure whether information should be kept confidential he or she should always check with the Board Chair or President/CEO before disclosing the information or taking any other action.
3. **Proper Custody of Rivermark Documents.** 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 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. Member is responsible for ensuring that any Rivermark records and Confidential Information, including those reviewed or generated by Member, and any records in Member's custody or control are securely maintained at all times. In addition, Rivermark expressly prohibits Rivermark Leadership 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.
4. **Disclosure of Trade Secrets Under the Defend Trade Secrets Act of 2016.**
- a. Notwithstanding any other provision of this Acknowledgement Member 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:
    - i. 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;



- ii. or in a complaint or other document that is filed under seal in a lawsuit or other proceeding.
  
- b. If Member files a lawsuit for retaliation by Rivermark for reporting a suspected violation of law, Member may disclose Rivermark's trade secrets to Member's attorney and use the trade secret information in the court proceeding if the employee: files any document containing the trade secret under seal; and does not disclose the trade secret, except pursuant to court order.

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### III. Condition of Service

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

Compliance with this Standards of Conduct and Confidentiality 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. This Acknowledgement is not intended to be an all-encompassing policy statement on the part of Rivermark. Rivermark's Board of Directors reserves the right to provide the final interpretation of its Standards of Conduct and Confidentiality and to revise its policies as deemed necessary and appropriate. Member has disclosed to the Board Chair any conflict of interest that Member may have in connection with his or her position.

Member acknowledges that he or she has received a copy of Rivermark's Board Policy Manual, in addition to this Acknowledgement, and that he or she has read them, understood them and agree to comply with them. Member understands that Rivermark has the maximum discretion permitted by law to interpret, administer, change, modify or delete a policy at any time with or without notice. No statement or representation by Rivermark Leadership, whether oral or written, can supplement or modify this policy and Member agreeS to abide by them.

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Director/Committee Member signature      Date

\_\_\_\_\_  
Printed name