



THE OHIO CHAMBER OF COMMERCE

Code of Ethical Practices

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Dear Ohio Chamber Employees and Directors,

Since 1893, the Ohio Chamber of Commerce has been the leading advocate for an environment conducive to the success and growth of Ohio businesses. During this time, our members, directors and staff have taken pride in maintaining a reputation for conducting our business with the highest integrity.

Today, through the actions of a few, the credibility of some of the business community is being called into question. To reassure our members, government leaders and the public, we have chosen to clearly delineate our commitment to the highest ethical practices in terms of our general business conduct, board activity, recruitment and retention of members, and governmental affairs advocacy.

These are the principals that have guided us through our history, but today it is imperative that we clearly state our reaffirmation to these guidelines.

The Ohio Chamber of Commerce Code of Ethical Practices will be actively administered by Chamber management, and it is mandatory that all employees and directors follow the guidelines which are set forth in this document. While regulatory in nature, the Code is woven around aspirations. It captures the spirit of the Chamber and attempts to define and protect its culture.

The Code is subject to review and change. All changes will be made with approval of the Chamber's Board of Directors to further enhance our credibility and integrity in this complex and challenging world.

Sincerely,

*Andrew E. Doehrel
President and CEO*



INTRODUCTION

The Ohio Chamber of Commerce Code of Ethical Practices (the Code) sets forth guidelines to ensure that Ohio Chamber of Commerce (the Chamber) employees, directors and all related parties maintain the highest ethical standards in the conduct of Chamber affairs.

The Code is intended to serve as a basis for ethical decision making in the conduct of professional work. Secondly, it may serve as a basis for judging the merit of a formal complaint pertaining to a violation of the professional ethical standards.

The Code is important because it aids in preserving and honoring the Chamber's reputation. It also presents expectations and helps ensure that everyone has the same basic understanding of ethical business practices. Finally, it sets the stage as to how the Chamber will operate as a business.

It is understood that some words and phrases in a code of ethics are subject to varying interpretations, and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles, rather than reliance on detailed regulations.

The Code will be reviewed on an annual basis to keep it current with ethical standards of business practices.

CREDO AND CORE VALUES

The Chamber believes that its word is its bond. It will not mislead people, and it will, to the best of its knowledge and abilities, provide truthful information at all times.

The Chamber is an equal opportunity employer and strives toward diversity. Employees are asked to follow the "golden rule," which means you should treat others as you wish to be treated. The Chamber utilizes an "open door" policy, and the inclusion of input from staff members is both encouraged and welcomed. Teamwork and cooperation among employees is valued, and creativity and initiative are encouraged.

CODE PROVISIONS

I. GENERAL

A. Accounting Issues

The Chamber's accounting will conform to generally accepted accounting principles. All transactions will be reported accurately and timely, and documented in the Chamber's books and records. All transactions will be recorded in a manner that will permit their audit and control. No false or deceptive entries will be made and all entries must contain appropriate descriptions of the underlying transactions. All funds must be retained in bank accounts, and no undisclosed or unrecorded funds or assets of the Chamber will be established for any purpose.

It is the responsibility of each employee to preserve the Chamber's assets, including its property, supplies, consumables and equipment. No employee shall improperly use Chamber resources or permit others to do so. The use of Chamber material, equipment or resources for non-Chamber purposes is permitted only with the written approval of supervisors having the authority to permit such use. The foregoing is equally applicable to directors to the extent that they have custody or control of such property of the Chamber.



B. FCC and Communications Regulations

Communications that the Chamber sends out will follow all of the state and federal laws and regulations that apply to mail, e-mail and fax communications. Written material will not be libelous, plagiarized or slanderous.

C. Gifts, Favors and Payments

Gifts, favors and payments may be given to others at the Chamber's expense, or accepted by Chamber employees and directors, if they meet all of the following criteria:

- They are consistent with acceptable business practice;
- They are of limited value;
- They are in a form that could not be construed as a bribe or payoff;
- They are not in violation of applicable laws and general ethical standards; and
- Public disclosure of the facts will not embarrass the Chamber.

This provision applies to directors where any gift, favor or payment is being made in order to influence the directors' actions as a member of the Board or where acceptance of the gift, favor or payment could create the appearance of a conflict of interest.

D. Political Activities

While the official Ohio Chamber of Commerce Employee Handbook details the organization's policy concerning the involvement of employees in partisan political activities, and the organization encourages employees to be active in citizenship affairs, the Chamber will not require employees to support a particular candidate or issue.

E. Respect For the Relationship of the Chamber With Local Chambers of Commerce and Their Members

All interactions by Chamber staff or representatives with local chambers and their members will be conducted with the utmost consideration of the special relationship that exists between the state and local chambers.

F. Rules of Conduct

1. Confidential Information:

- It is the responsibility of all Chamber employees to maintain sensitive information in the strictest confidence. Employees may have possession of, access to, or participate in collecting and/or disseminating information or material that is confidential. Such material may include, but is not limited to: membership and committee lists, hardware and software, business plans, strategies and procedures, product and services information, accounting information, salary or benefit information, and personnel information. The misuse, unauthorized access to, or mishandling of confidential information is strictly prohibited and will subject an employee to discipline.

2. Conflicts of Interest:

- It is the responsibility of each employee and director to advise the Chamber President/CEO of any actual or potential conflict of interest, as well as any affiliation with public or privately held enterprises, including for-profit and not-for-profit entities, which may create a potential conflict of interest, embarrassment to the Chamber or inconsistency with applicable law, Chamber policies or values.
- Employees should avoid any situation that involves or may involve a conflict between their personal interest and the interest of the Chamber. As in all other facets of their duties, employees dealing with clients are to act in the best interest of the Chamber. Each employee should make prompt and full disclosure to his or her supervisor of any potential situation that may involve a conflict of interest. Such conflicts include, but are not limited to:
 - a. Ownership by the employee (or by a member of the employee's immediate family) of more than five percent interest in any outside enterprise, which does or seeks to do business with, or is a competitor of, the Chamber;
 - b. Serving as a director, officer, partner, consultant, or in a managerial or technical capacity



with an outside enterprise that does or is seeking to do business with the Chamber. Only the President/CEO of the Chamber can approve exception to this;

- c. Acting as a broker, finder, go-between or otherwise for the benefit of a third party in transactions involving or potentially involving the Chamber or its interests; and
- d. Undertaking any other arrangements or circumstances, including family or other personal relationships, which might dissuade the employee from acting in the best interest of the Chamber.

3. Personnel Issues:

- Hiring and advancement are based on the position to be filled and the qualifications of the applicant or employee. Terms and conditions of employment, including employee benefits and services, working conditions and advancement, are provided without regard to race, religion, sex, age, color, marital status or national origin. Disabilities that do not affect a person's ability to perform essential job functions, or that can be reasonably accommodated, are not considered in employment decisions. Harassment is also unacceptable and will not be tolerated.

G. Third Party Representatives of the Chamber

All third party representatives of the Chamber are expected to adhere to the highest standards of ethical conduct.

The list of the Chamber's active members, past members and member prospects is a closely protected, proprietary record. The President/CEO must approve its utilization for any purpose. All vendors and agents of the Chamber with access to the list of members will use the contact information for the specifically described activity for which access was initially granted. This would include, but may not be limited to, new member acquisition, renewal contact and access for the purpose of marketing Chamber services and programs.

The Chamber specifically prohibits unauthorized distribution or misuse of the membership roster.

II. BOARD OF DIRECTORS

A. Role of the Board of Directors

The Board is the governing authority of the Chamber. It is responsible for managing the affairs of the Chamber and shall have the power to conduct, control and manage the Chamber's affairs and property, including the approval of a yearly budget. The Board shall serve as the deliberative body of the Chamber in passing upon public questions or establishing policy on public matters. All actions of the Board, or committees thereof, shall be consistent with law, the Articles of Incorporation, the Code of Regulations and the Chamber's ethics Code.

It is the general policy of the Board that all major decisions be considered by the Board as a whole.

B. Committees of the Board

The Board may delegate its responsibility to an Executive Committee that can conduct business between meetings of the Board, provided no position is taken on a public issue with fewer than seven votes. The Executive Committee shall report its actions to the Board of Directors at each meeting of the Board.

The Board may create, or terminate, Standing Committees from time to time to conduct the business of the Chamber. Standing Committees shall report to the Board and obtain the Board's approval on all major public policy issues.

C. Selection of Directors

Directors shall be selected and serve in accordance with the Chamber's Code of Regulations.



D. Duties of a Director

Directors must perform their duties, keeping in mind their primary fiduciary duty to the members and the Chamber. In fulfilling their fiduciary duties, directors have three primary obligations:

1. A Duty of Care – Directors shall perform their duties with the care that an ordinary prudent person in a like position would use under similar circumstances;
2. A Duty of Good Faith – Directors shall take the necessary actions to be informed and exercise appropriate judgment; and
3. A Duty of Loyalty – Directors shall perform their duties in good faith, in a manner the director reasonably believes to be in, or not opposed to, the best interest of the Chamber.

In discharging their duties, a director should be entitled to rely on the honesty and integrity of the Chamber's senior executives and the Chamber's outside advisers and auditors.

Directors are strongly encouraged to be familiar with and follow the guidelines set forth in the document titled *Your Role As an Ohio Chamber Director*.

III. NEW MEMBER RECRUITMENT, MEMBER RETENTION AND MEMBER BENEFIT PROGRAMS

Converting prospects to Chamber members requires ethical behavior in each of the following areas:

A. Representation of Chamber Capabilities

Those promoting the Chamber to membership prospects will, in all phases of the discussion, present an honest evaluation of the Chamber's services and will never overstate or exaggerate the level of services, either to individual members or the business community in the aggregate.

Chamber representatives will avoid at all times making unfounded or exaggerated promises, claims or assertions related to Chamber activity. Representatives will also not mislead membership prospects.

B. Dues Determination

Initial dues amounts, increases and decreases are negotiated individually and vary based on the value presentation to the prospect or member.

C. Presentation of Member Benefit Programs

When making claims or assertions relative to products and services promoted by the Chamber to its members or prospects, representatives of the Chamber will adhere to the practice of honest, ethical representation of facts and true capabilities of the programs.

IV. LOBBYING AND POLITICAL ACTIVITIES

As the state's leading business advocate at the Statehouse, the reputation of the Chamber as a credible, honorable and knowledgeable representative of the business community is critical. At the same time, with this reputation comes the responsibility to pursue the Chamber's mission to aggressively champion free enterprise, economic competitiveness and growth for the benefit of all Ohioans.

A. Advocating on Behalf of Business

When engaged in lobbying activities, representatives of the Chamber will focus their arguments on the merits of policy proposals, and will refrain from publicly attacking the character or motivations of other individuals involved in the process.

Participation in lobbying and political activities is governed by a myriad of laws and regulations, and it is the responsibility of all Chamber employees in this area to know, comply with, and adhere strictly to both the letter and intent of all relevant laws and regulations.



Employees representing the Chamber in these areas must accurately, fully, timely and truthfully file all statements required by the Joint Legislative Ethics Commission (JLEC). Furthermore, given the legal obligations, as well as the knowledge required of both policy and politics, only persons registered with JLEC as official legislative agents of the Chamber, or attorneys authorized to represent the Chamber, should ever advocate on behalf of the Chamber to members of any executive, legislative or regulatory branch official or agency.

Given, too, the close scrutiny with which the activities of registered lobbyists are examined, it is incumbent upon employees of the Chamber to avoid even the appearance of impropriety. Promising anything of value to an elected official in exchange for a vote or in any unlawful way attempting to influence the vote of an elected official is never acceptable.

B. Engaging in Political Activities

The activities of the Chamber frequently crossover from attempting to influence the policymaking process to attempting to influence the political process. In this area, as well, employees of the Chamber must comply with all relevant laws and regulations concerning campaign finance and seek to ensure that the organization's reputation is not utilized in any inappropriate way.

REPORTING MECHANISM FOR CODE VIOLATIONS

Chamber directors and employees have the responsibility to report any violation or potential violation of the Code of which they become aware. This includes violations or potential violations that directors or employees themselves may have inadvertently or otherwise committed. Employees are strongly encouraged to work with their supervisors on matters concerning the interpretation and application of the Code and in making reports.

It is recognized, however, that under certain circumstances direct contact with and reporting to the Vice President of Administration or the President/CEO may be warranted. Under such circumstances, an employee should feel comfortable in contacting either of these individuals. The Chairman of the Audit Committee or the Chairman of the Board of Directors shall serve as an option if circumstances warrant.

Each employee who reports a violation or potential violation of the Code will, to the fullest extent practicable, remain anonymous. Under no circumstances will any employee be subject to any disciplinary or retaliatory action as a result of filing a report of violation or a potential violation of applicable law of this Code. Concerns should be reported to the Vice President of Administration or the President/CEO.

Directors and employees may make an anonymous report by submitting the report in writing.