

Kenton County Airport Board Code of Ethics

This document shall be known and may be cited as the Kenton County Airport Board Code of Ethics.

SECTION I: PURPOSE

It is the purpose of this Code of Ethics to provide a method of assuring that standards of ethical conduct and financial disclosure requirements for Appointed Members and Employees as herein defined shall be clearly established, uniform in their application, and enforceable; and to provide the Appointed Members and Employees with advice and information concerning potential conflicts of interest which might arise in the conduct of their duties. It is further intended that this Code of Ethics meet the requirements of KRS 65.003(1)(b) and KRS 65A.070.

SECTION II: DEFINITIONS

The following definitions apply unless the context clearly indicates or requires a different meaning.

“AIRPORT” means the current and future tracts of land, improvements, and facilities designated as the "Cincinnati/Northern Kentucky International Airport."

“APPOINTED MEMBER” means any person appointed to the Kenton County Airport Board. Appointed Members are not compensated.

“BOARD” means the Kenton County Airport Board, a public and governmental corporate and politic body created pursuant to Chapter 183 of the Kentucky Revised Statutes.

“BUSINESS” means any corporation, partnership, sole proprietorship, firm, enterprise, franchise, association, organization, self-employed individual, holding company, joint stock company, receivership, trust, professional service corporation, limited liability company, limited liability partnership, or any other legal entity through which business is conducted, whether “for profit” or “not for profit.”

“COMPANY OFFICER” means the Chief Executive Officer, Chief Operating Officer, Chief Legal Officer, Chief Financial Officer, and Chief Innovation Officer of the Kenton County Airport Board.

“EMPLOYEE” means any person, whether compensated or not, whether full-time, part-time, or seasonal, who is employed by or volunteers for the Kenton County Airport Board, who is not included in the definition APPOINTED MEMBER. The term “Employee” shall not include any contractor or subcontractor or any of their employees.

“ETHICS COMMITTEE” means the Committee established and appointed as provided under this Code of Ethics.

“FAMILY MEMBER” means a spouse, parent, child, brother, sister, mother-in-law, father-in-law, son-in-law, daughter-in-law, sister or brother-in-law, grandparent or grandchild, including step-relationships of the foregoing, and other relatives living in the same household of an Employee or Appointed Member.

“FINANCIAL INTEREST” means any Appointed Member, Employee, or a Family Member of an Appointed Member or Employee having an interest of 1% or more in any Business or serving as a director, officer, contractor/consultant, or employee of a Business.

SECTION III: REPRISAL AGAINST PERSONS DISCLOSING VIOLATIONS IS PROHIBITED

- A. No Appointed Member or Employee will be subject to reprisal, or directly or indirectly use, or threaten to use, any official authority or influence in any manner whatsoever which tends to discourage, restrain, deter, prevent, interfere with, coerce, or discriminate against any person who in good faith reports, discloses, divulges, or otherwise brings to the attention of the Ethics Committee or any other agency or official of the Board, the Commonwealth of Kentucky, or any other governmental entity having jurisdiction over the Board, any facts or information relative to an actual or suspected violation of this Code of Ethics.
- B. This section shall not be construed as prohibiting disciplinary or punitive action if an Employee or Appointed Member discloses information which he or she knows:
1. To be false or which he or she discloses with reckless disregard for its truth or falsity; or
 2. Is confidential under any provision of law, including matters discussed in closed session under KRS 61.810 of the Kentucky Open Meetings Act.

SECTION IV: STANDARDS OF CONDUCT

A. **FIDUCIARY DUTY**

Appointed Members and Employees should respect and comply with the laws of the Commonwealth of Kentucky and its political subdivisions and should conduct themselves at all times in a manner that promotes public confidence in the integrity and impartiality of Airport management. In addition to criminal acts prohibited by current law, a fiduciary duty is imposed on all Appointed Members and Employees in the performance of their Airport duties. This fiduciary duty imposes the obligation to act in the public’s best interests in connection with his or her employment or services with the Board.

B. **USING OFFICE FOR PERSONAL GAIN**

Appointed Members and Employees shall not use their positions directly or indirectly, for personal gain (e.g., engaging in any business or transaction, having a financial, sexual, personal, exploitative, or other interest, which is in conflict with the proper discharge of their duties). Appointed Members and Employees are to avoid conflicts between public duties and private financial interests.

An Appointed Member or Employee is not prohibited from the solicitation of contributions for the benefit of charitable and civic organizations.

C. CONFLICT OF INTEREST IN EMPLOYMENT OR SERVICE

No Appointed Members or Employee shall undertake any employment or service on any committees, commissions, boards, elected office or with other organized entities whether public or private, which interferes with the proper administration of his/her official duties. Further, no Appointed Members or Employee shall act in his/her official capacity in any matter where he/she, a Family Member, or a Business in which he/she has a Financial Interest or has a direct or indirect financial or personal involvement.

D. RECEIPT OF GIFTS

1. No Appointed Members, Employee, or a Family Member, or Business in which he/she has a Financial Interest, shall solicit or accept cash or legal tender, gift, favor, loan, political contribution, service, promise of future employment, or other thing of value based upon an understanding that any of these were offered for the purpose of influencing him/her directly or indirectly in the discharge of his/her official duties.
2. Meals, and other favors of an incidental nature and minor value not in excess of \$100 per event, shall not be included in this policy.
3. The acceptance of any gift awarded by lot or drawing, or participation in any social event (i.e. banquet, dinner or reception) while attending a conference or meeting, in which more persons than Appointed Members or Employees participate or are invited, shall not be deemed a "gift" and is not prohibited hereunder.
4. No Appointed Member or Employee shall be denied reasonable hosting, including travel and expenses, entertainment, meals or refreshments furnished in connection with public events, appearances, educational events or ceremonies. Appointed Members and Employees must fulfill the responsibilities intended with any Airport funded trip, training, public appearance, or other activity.

E. MISUSE OF CONFIDENTIAL INFORMATION

No Appointed Members or Employee shall use, or allow to be used, his/her office or employment, or any information, not generally available to the public, which he/she receives or acquires by reason of his/her office or employment, for securing financial gain for himself/herself, a Family Member, or any Business with which he/she is associated.

F. REPRESENTATION OF INTERESTS BEFORE THE BOARD

No Appointed Members and Employee or Business in which he/she has a Financial Interest shall represent any person or party in connection with any cause, proceeding, application or other matter pending before the Board unless they withdraw from consideration of that issue.

Nothing shall prohibit any Appointed Members, Employees, or a Family Member, from representing himself/herself, or themselves, in negotiations or proceedings concerning his/her own interests.

Any Appointed Member, Employee, or their Family Member, who has a Financial Interest in any matter pending before the Board shall disclose such Financial Interest on the records of the Board, disqualify him/herself from participating in any decision or vote relating thereto and shall exit the meeting while the matter is deliberated and voted upon by the Board.

G. CONTRACTS WITH BOARD

No Appointed Member or Employee of the Board shall directly or through others, undertake, execute, hold, or enjoy, in whole or in part, any contract made, entered into, awarded or granted by the Board unless such contract is specifically approved upon vote by the Board after disclosure of the Appointed Member's or Employee's interest therein.

H. USE AND MISUSE OF BOARD PROPERTY

Appointed Members and Employees shall not abuse, neglect, waste, or misappropriate Board property. All Appointed Members and Employees are responsible for the proper care and safe use of any tools, materials, equipment, or vehicles assigned for the performance of their jobs. No Board tools, equipment, materials or vehicles shall be used for any purpose other than authorized work-related activities.

I. COMMERCIAL ENDORSEMENTS

No Appointed Members and/or Employees shall publicly endorse any commercial product or service as a representative, agent, official, or Employee of the Board.

J. SERVICE, LEAVE AND REIMBURSEMENT

Employees must provide service to the Board while in attendance at work in a paid status. Employees shall request and take only the amount of leave and reimbursement which they are due and entitled pursuant to the applicable policies and procedures manuals.

K. FAVORITISM PROHIBITED

1. Appointed Members and Employees who apply for and/or receive any Board services or who are being investigated by the Board shall not receive special consideration or treatment.
2. Appointed Members and Employees shall not grant any consideration, treatment, advantage, favor, service or item in the discharge of their duties beyond that which it is the general practice to grant or make available to all citizens.

L. HONORARIA AND COMMERCIALY REASONABLE LOANS

No Appointed Members or Employee shall be prohibited from giving or receiving an award publicly presented in recognition of public service, or commercially reasonable loans made in the ordinary course of the lender's Business.

M. CONFLICT OF INTERESTS AND EXCEPTIONS

No Appointed Member or Employee shall be deemed to be in conflict with these standards of conduct if by reason of his/her participation in the enacting of an ordinance or resolution, voting upon a matter or taking of an executory action, duly brought before said person, wherein some benefit is accrued to said participant or his/her Family Member, provided no greater benefit is bestowed than would ordinarily be bestowed upon other members of the same business, profession, occupation or entity similarly situated.

N. NEPOTISM PROHIBITED

No Appointed Member or Employee shall advocate, recommend or cause the employment, appointment, promotion, transfer, or advancement of a Family Member of any Appointed Member or Employee, to an office or position of employment with the Board. No Appointed Member or Employee shall directly supervise or manage the work of a Family Member.

No Appointed Member or Employee shall participate in any action relating to the employment or discipline of a Family Member, except that this prohibition shall not prevent an Appointed Member or Employee from voting on or participating in the development of a budget which includes compensation for a Family Member, provided that the Family Member is included only as a member of a class of persons or a group, and the Family Member benefits to no greater extent than any other similarly situated member of the class or group.

SECTION V: FINANCIAL DISCLOSURE

Each Appointed Member and Company Officer of the Board shall file an annual signed Financial Disclosure Statement with the Secretary/Treasurer of the Board which Statement shall be public records.

A. CONTENTS OF FINANCIAL DISCLOSURE STATEMENT

The Financial Disclosure Statement shall contain the following information:

1. The name of filer and spouse (if applicable)
2. Current business address, business telephone number and home address of the filer;
3. The title of the filer's position with the Board;
4. The occupation and name of employer of the filer and the filer's spouse;
5. The name and address of any Business in which the filer has a Financial Interest, which Business is doing, or, in the good faith determination of the filer, is the type of business with which the filer could reasonably anticipate the Board could do business;
6. Such additional information as determined appropriate from time to time by the Ethics Committee of the Board.

B. FILING DATE

The financial disclosure statement shall be filed annually by Appointed Members and Company Officers no later than January 1 of each year. New Appointed Members and Company Officers shall be required to file their initial statement no later than 30 days after the date of appointment or employment as a Company Officer. Appointed Members and Company Officers are required to file an update to their financial disclosure statement to add, remove and/or modify information contained therein within thirty days after the date of the event or circumstance which led to the need to file the updated disclosure statement.

C. SIGNATURE REQUIRED

Each financial disclosure statement shall be signed and dated by the individual filing.

SECTION VI: ENFORCEMENT - ETHICS COMMITTEE

A. ETHICS COMMITTEE

1. In accordance with the provisions set forth in the Board's By-Laws, a permanent Kenton County Airport Board Ethics Committee is created. The Committee consists of not less than three (3) or more than five (5) members each of whom are appointed by the Board Chair. Committee members serve a term of three years. A member continues to serve thereafter until his/her successor has been appointed. If a quorum cannot be achieved for any particular matter or hearing due to a conflict of interest or otherwise, the Board Chair may appoint additional member(s) to create a quorum. These appointed person(s) will only serve on the Committee until the close of the matter for which he/she/they were appointed. Members of the Ethics Committee will serve without compensation.
2. The Board Chair must appoint a chair and vice-chair from the Committee members. The chair and vice-chair continue to serve thereafter until their successor has been appointed. The chair is the presiding officer and a full voting member of the Ethics Committee. The vice-chair serves in the absence of the chair.
3. A member of the Ethics Committee may be removed by the Board for misconduct, inability, or willful neglect of duties. Before any member of the Ethics Committee is removed from office under this section, the member shall be afforded the opportunity for a hearing before the Board.
4. Meetings of the Ethics Committee shall be held, as necessary, upon the call of the Committee chair or at the written request of a majority of the members. The presence of two or more members shall constitute a quorum and the affirmative vote of a majority of the quorum shall be necessary for any official action to be taken. Any member of the Ethics Committee who has a conflict of interest with respect to any matter to be considered by the Committee shall disclose the nature of the conflict, shall disqualify himself/herself from voting on the matter, and shall not be counted for purposes of establishing a quorum. Minutes shall be kept for all proceedings of the Ethics Committee and the vote of each member on any issue decided by the Committee shall be recorded in the minutes. The responsibility for the keeping of minutes shall be designated by the Committee and may be someone other than a member of the Committee.
5. The Secretary-Treasurer of the Board is responsible for secure record keeping of the proceedings of the Committee. The Board's Legal Department shall act as legal staff for the Ethics Committee.

B. POWERS

The Ethics Committee has the following powers:

1. Jurisdiction over the administration of this Code of Ethics;
2. Authority to initiate, receive, hear, and review complaints and hold hearings regarding possible violations of this Code of Ethics;
3. Authority to administer oaths, issue subpoenas, compel the attendance of witnesses and the production of papers, books, accounts, documents, and testimony; and have the deposition of witnesses taken in the manner prescribed by Kentucky Rules of Civil Procedure;
4. Authority to render advisory opinions to Appointed Members and Employees whether a given set of facts and circumstances may constitute a violation of any provision of the Code of Ethics;
5. Authority to prescribe and provide forms for reports, statements, notices, and other documents required by the Code of Ethics;
6. Authority to determine whether required statements and reports have been filed appropriately according to the requirements hereof. The Ethics Committee shall promptly require filers to correct or explain any omission or deficiency;
7. Authority to retain private legal counsel at the expense of the Board for the prosecution of any matter if the Committee determines it is necessary under the circumstances.

C. REPORTING COMPLAINTS AND ISSUES

Complaints and issues can be reported in two ways:

1. Communicate directly with the Chair of the Audit Committee of the Board or the Chair of the Ethics Committee by mail (the communication may be anonymous). Address the correspondence to either the Audit Committee or the Ethics Committee:

c/o Kenton County Airport Board
P.O. Box 752000
Cincinnati, Ohio 45275-2000

2. If an individual determines the above method is not appropriate, telephone the Board's reporting hotline, referred to as the "Airport Hotline" at 859-767-6959. Calls to the "Hotline" can be made 24 hours a day, 7 days a week. After the message is recorded, it will be listened to by a representative from the Board's Legal Department. If applicable the Board's Legal Department will refer the matter to the Ethics Committee for prompt consideration. The Caller ID is disconnected from this line to protect an individual's anonymity. If an individual calls the Hotline and chooses to remain anonymous, their right to do so will be respected. An individual should know that it is normally easier to investigate concerns if they identify themselves and the others involved. This number is also posted on the Board's website so that vendors and tenants also have the opportunity to report potential violations. Necessary steps should be taken to ensure that the availability of the hotline is communicated to the Employees and the public, and that the hotline is accessible to the

Employees and the public, including making the hotline available from the homepage of the CVG website.

3. No matter how an individual chooses to communicate their question, concern or suspected or actual violation, the matter will be handled promptly, discreetly and professionally. The matter will be treated confidentially and the individual's anonymity will be preserved if they so request, except to the extent that disclosure is required under applicable law, or the rules of any regulatory or investigative body necessary to conduct a thorough investigation of the matter. Individuals should know that it is normally easier to investigate matters if they identify themselves and the others involved. If an individual is reporting a concern, complaint, or potential violation of the Code of Ethics, they will be informed as much as possible about the steps taken or to be taken to address the issue they have raised.

D. COMPLAINT PROCEDURE: PRELIMINARY INVESTIGATIONS

1. The Ethics Committee shall investigate any alleged violation of the Code of Ethics based upon its own motion or upon a complaint signed under penalty of perjury by any person.
2. No later than ten days after receipt of a complaint, the Committee shall initiate a preliminary inquiry into any alleged violations of the Code of Ethics.
3. Within seven days of its initiation of an inquiry, the Ethics Committee shall forward a copy of the complaint and a general statement of the applicable code provision to the party alleged to be in violation.
4. All Ethics Committee proceedings and records relating to a preliminary investigation shall be confidential until a final determination is made by the Committee, except:
 - a) The Committee may turn over to the Commonwealth or County Attorney evidence which may be used in criminal proceedings; or
 - b) If the complainant publicly discloses the existence of a preliminary inquiry, the Committee may publicly confirm the existence of the inquiry if the alleged violator agrees and, at its discretion, make public any documents which were issued to either party.
5. The Ethics Committee shall afford a person subject to preliminary investigation an opportunity to respond to allegations in the complaint. The person shall have the right to be represented by counsel, to appear and be heard under oath, and to offer evidence in response to the allegations in the complaint.
6. If the Ethics Committee determines in the preliminary investigation that the complaint does not allege facts sufficient to constitute a violation of the Code of Ethics, the Committee shall immediately terminate the inquiry and notify in writing the complainant and the person alleged to have committed a violation.
7. If the Ethics Committee, during the course of its preliminary investigation, finds probable cause to believe that a violation of the Code of Ethics has occurred, the Committee shall notify the alleged violator of the finding. The Committee may, upon majority vote:

- a) In view of mitigating circumstances such as lack of significant impact on public confidence in government, lack of significant economic advantage or gain to the violator, and lack of significant economic loss to the Board; reprimand in writing the alleged violator and provide a copy of the reprimand to the appropriate individual. The alleged violator may then ask for a full hearing if desired;
 - b) Initiate an adjudicatory proceeding to determine if there has been a violation.
8. Any person who knowingly files with the Ethics Committee a false complaint of misconduct on the part of any Appointed Member or Employee shall be subject to a civil penalty not exceeding the cost of attorney fees incurred in defending the false charge.

E. ADJUDICATORY PROCEEDING; ACTION BY THE COMMITTEE

1. The Kentucky Rules of Civil Procedure shall apply to all Ethics Committee adjudicatory hearings. All testimony in such hearings shall be under oath. All parties shall have the right to call and examine witnesses, to introduce exhibits, to cross-examine witnesses, to submit evidence, and to be represented by counsel. All parties shall be subject to all due process rights, privileges, and responsibilities of a witness appearing before the courts of the Commonwealth of Kentucky. All witnesses shall be entitled to be represented by counsel at their expense.
2. Any person whose name is mentioned during adjudicatory proceedings of the Committee and who may be adversely affected thereby may appear personally before the Committee on their own behalf, with or without counsel, to give a statement in opposition to such adverse mention, or they may file a written statement of that opposition for incorporation into the record of the proceedings.
3. All adjudicatory proceedings of the Committee carried out pursuant to the provisions of this section shall be public, unless the members vote to go into executive session in accordance with KRS 61.810.
4. The Ethics Committee, upon a finding pursuant to an adjudicatory proceeding that there has been proof by a preponderance of evidence of a violation of the Code of Ethics, may do any one or more of the following:
 - a) Issue an order requiring the violator to cease and desist the violation;
 - b) Issue an order requiring the violator to file any report, statement, or other information as required by this Code of Ethics;
 - c) In writing, publicly reprimand the violator for potential violations of the law and provide a copy of the reprimand to the Kenton County Judge/Executive and the Board Chair in instances when the violator is an Appointed Member or Company Officer;
 - d) In writing, publicly reprimand the violator for potential violations of the law and provide a copy of the reprimand to the Board Chair in instances when the violator is an Employee;
 - e) Issue an order requiring the violator to pay a civil penalty of not more than \$500;

5. The Ethics Committee shall refer to the County Attorney or Commonwealth Attorney for prosecution evidence of criminal violations of the Code of Ethics.
6. Findings of fact or final determinations by the Ethics Committee that a violation of the Code of Ethics has been committed, or any testimony related to the Committee's findings of fact or its final determinations, shall not be admissible in criminal proceedings in the courts of the Commonwealth of Kentucky. Evidence collected by the Committee, however, may be used in a criminal investigation.

F. APPEAL

Any person found by the Ethics Committee to have committed a violation of the Code of Ethics may appeal the action to the Kenton County Circuit Court. The appeal shall be initiated within 30 days after the date the final order of the Committee is mailed to the person found to have committed a violation, by filing a petition with the court against the Ethics Committee. The Committee shall transmit to the clerk of the court all evidence considered by the Committee at the public hearing. The court shall hear the appeal based upon the record as certified by the Committee.

SECTION VII: PENALTY

In addition to any action taken by the Ethics Committee hereunder, in the event any Company Officer fails to file any information relating to the Financial Disclosure Statement as provided herein, all pay and benefits shall be withheld until such non-complying Company Officer is in compliance with the Financial Disclosure filing requirements.

Adopted by the Kenton County Airport Board this 17TH day of November 2014.


Modified by the Kenton County Airport Board to remove references to the Advisory Committee on the 21st day of March 2016.

Modified by the Kenton County Airport Board to add the Chief Innovation Officer position on the 25th day of June 2018.

Modified by the Kenton County Airport Board to add the Chief Legal Officer position on the 21st day of January 2020.

Modified by the Kenton County Airport Board July 19, 2021.

Modified by the Kenton County Airport Board to update financial disclosure date and make changes to Ethics Committee appointments on January 16, 2024.



Lisa Sauer
Chair, Kenton County Airport Board