



## People and Community Engagement Division

  
Chief Executive Officer

### CODE OF CONDUCT POLICY

Policy#: PACE-BOD-101.00CONDUCT      Origination Date: 07/13/2009      Revised Date: 01/28/2025

#### I. PURPOSE

The purpose of this policy is to provide the guidelines and expectations to all Orange County Transportation Authority (OCTA) employees regarding the conduct that is expected both at and away from work. OCTA is a public agency that shall conduct its business with integrity in an honest and ethical manner. Any attempt to evade or circumvent any requirements of this policy or of any rules or laws applicable to OCTA and its employees is improper.

#### II. ORGANIZATIONAL UNITS AFFECTED

This policy applies to all OCTA employees. For purposes of the Code of Conduct, OCTA employees shall mean and include employees, members of the Board of Directors (Board), and agents of OCTA. OCTA employees shall comply with the letter and spirit of this policy and the law.

The Human Resources Department shall be responsible for the administration of this policy and maintenance of employee acknowledgements of receipt.

#### III. POLICY

A. OCTA employees shall conduct OCTA's business in compliance with the law, regulations, OCTA policies, and good judgment based on OCTA's values and goals. OCTA employees shall avoid speech or behavior that is likely to create an appearance of impropriety.

B. It is up to each OCTA employee to maintain a professional, safe, and productive work environment. OCTA employees shall treat each other professionally and with courtesy at all times. Differences of opinion on work issues should be expressed in a constructive manner that promotes sharing ideas and effective teamwork to resolve problems to meet the challenges of OCTA.

#### IV. DEFINITIONS

Not applicable.

#### V. PROCEDURE

##### A. Non-Discrimination

No person shall be discriminated against in employment because of race, color, creed, religion, sex, gender (including pregnancy, childbirth, breastfeeding), gender identity,

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gender expression, genetic information, ancestry, age, national origin, marital status, sexual orientation, military and veteran status, physical or mental disability, or any other status protected by applicable federal or state statutes, except where a bona fide occupational qualification applies.

**B. Workplace Harassment**

1. No OCTA employee or person associated with OCTA shall engage in sexual harassment. Sexual harassment includes any sexual advances or requests for sexual favors which are unwelcome or where submission to or rejection of such conduct is used as the basis for employment or business decisions. Sexual harassment also includes verbal, visual, and/or physical conduct of a sexual nature, which creates an intimidating, hostile, or offensive working environment.
2. No OCTA employee or person associated with OCTA shall engage in harassment based on race, color, religion, creed, ancestry, sex (including pregnancy, childbirth, and breastfeeding) and medical conditions related to pregnancy, childbirth, and breastfeeding), gender, gender identity, gender expression, sexual orientation, marital status, medical condition, genetic information, military and veteran status, age, physical or mental disability, national origin, transgender, or any other legally protected status as established by federal or state law. Harassment includes verbal, visual, and/or physical conduct. Such conduct constitutes harassment when the submission to the conduct is made an explicit or implicit condition of employment, submission to or rejection of the conduct used as the basis for an employment decision, or the harassment interferes with an employee's work performance, or creates an intimidating hostile or offensive work environment. Workplace harassment, discrimination, or retaliation will not be tolerated whether by OCTA employees, vendors of OCTA, customers, or other third parties.

**C. Relationships With Contractors**

OCTA business shall be conducted in a manner above reproach, with impartiality, and without bias. Particularly in relationships with contractors and potential contractors, OCTA employees must avoid any actual or appearance of conflict of interest or impropriety.

**D. Use of OCTA Assets**

OCTA employees shall not use any OCTA assets for personal gain or for any purpose other than OCTA business. Subject to the restrictions in this section and if permitted by the employee's supervisor, some occasional and limited personal use is allowed so long as it does not interfere with the performance of the employee's duties and does not result in any additional expense to OCTA. However, OCTA telephones, computers, email, or internet access shall not be used for email chain letters, religious or political advocacy, excessive personal communications, personal financial gain, to seek outside employment, for any purpose that could reasonably be viewed as

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abusive, harassing, hostile, or intimidating to OCTA customers or employees, to access entertainment or sexually explicit sites, or for any use otherwise prohibited by law. OCTA reserves the right to monitor and review all records of usage by OCTA employees of any OCTA assets. No use of OCTA telephones, computers, email or internet access, or any use of any other OCTA asset shall be private to the employee, and no OCTA employee shall be given any basis for an expectation of privacy in any such use.

**E. Confidential Information**

OCTA employees shall maintain the confidentiality of any confidential information related to contracts, construction, procurement, litigation strategy, personnel files, employee medical information, communications with legal counsel, or other proprietary information to which they have access through their employment with OCTA. Such confidentiality shall be maintained during and after employment with OCTA. OCTA employees shall not use confidential information for any purpose other than in the performance of their job for the benefit of OCTA. Confidential information shall only be disclosed to authorized persons.

**F. Gifts**

1. OCTA employees or immediate family members shall neither solicit nor accept gifts, gratuities, favors, or anything of monetary value, except unsolicited items of nominal intrinsic value from any OCTA contractor, subcontractor, bidder, or proposer for an OCTA contract which is federally funded. A bidder/proposer is a party which has submitted a bid or proposal for an active procurement which has not been awarded or otherwise concluded.
2. Designated OCTA employees may not accept gifts totaling more than \$590 pursuant to Title 2 of California Code of Regulations Section 18940.2, or over the amounts allowed pursuant to Government Code Sections 89502 and 89503 as adjusted biennially in a calendar year from a single source other than one identified in paragraph one above.
3. For purposes of this code, a gift shall have the meaning it is defined to have in the California Political Reform Act (Act) and the regulations issued pursuant to the Act.

**G. Conflicts of Interest**

1. A conflict of interest, or even an appearance of impropriety, exists when the interests, investments, outside employment, or personal enterprises of the employee or a member of his or her immediate family could compromise the employee's duty of loyalty, or otherwise conflict with or appear to conflict with his or her job performance, objectivity, impartiality, or ability to make fair business decisions in the best interest of OCTA. A conflict of interest may arise in any situation in which an OCTA employee is in a position where he or she could use his or her contacts or position in the agency to advance the private business or financial

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interests of the employee or his or her immediate family, whether or not at the expense of OCTA. An OCTA employee may also have a conflict of interest if called upon to make a decision concerning a person or entity that the employee worked for during the previous 12 months.

2. An OCTA employee who has a conflict of interest shall not participate in the making of any decision or contract in which the employee has a financial interest.
3. Any OCTA employee with such conflict of interest must disqualify himself or herself from making, participating in the making, or in any way attempting to use his or her official position to influence OCTA's decision in which he or she knows, or has reason to know, that he or she has a financial interest. An OCTA employee should also disqualify himself or herself from participating in an OCTA decision where the employee does not have a disqualifying financial interest, but where the making of the decision will have some other significant effect on the employee, or a member of his or her immediate family.
4. Any OCTA employee who may have a conflict of interest as described in paragraphs one or two relative to a prospective contractor, subcontractor, bidder or contract, or any other OCTA decision or issue, must advise his or her supervisor of the possible conflict of interest at the earliest possible time.
5. Upon request, General Counsel shall advise an OCTA employee and his or her supervisor regarding whether it is appropriate for an OCTA employee to participate in a decision involving a possible conflict of interest.

**H. Incompatible Activities**

No OCTA employee shall engage in any outside activity that is inconsistent, incompatible, or that interferes with his or her ability to efficiently and effectively carry out his or her OCTA duties. Incompatible activities include, but are not limited to, any of the following:

1. The use for private gain or advantage of the employee's OCTA time, facilities, equipment or supplies, or the badge or uniform, prestige, or influence of the employee's OCTA employment.
2. Receipt or acceptance by the employee of any money or other consideration from anyone other than OCTA for the performance of an act which the employee, if not performing such act, would be required or expected to render in the regular course or hours of OCTA employment or as part of the employee's duties.
3. Time demands from outside activities that would interfere with the ability of the OCTA employee to devote his or her full work time, attention, and efforts to his or her OCTA duties.

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**I. Override of Controls**

Control activities, such as authorization, documentation, reconciliation, security, and separation of duties are designed to ensure the integrity of financial and accounting information, promote accountability, and prevent fraud. All OCTA employees are responsible for knowledge of, and compliance with, OCTA policies and procedures that outline control activities and requirements. No OCTA employee shall engage in activities resulting in an override of controls outlined in OCTA policies and procedures.

**J. Duty to Report**

Each OCTA employee is obligated to report to his or her supervisor, the Internal Auditor, Human Resources staff, the Chief Executive Officer (CEO), or General Counsel any facts made known to the employee which show that an OCTA contractor or OCTA employee has engaged in business practices regarding an OCTA matter which appears to be unethical, or which violates OCTA policy, or applicable state or federal law.

**K. Whistleblower Protection**

1. OCTA is committed to fair treatment of all its employees and recognizes its responsibility under state and federal law to protect from punishment and harassment any person who reports a potential ethics issue, whether or not the allegation is found to have merit. The report may be made anonymously. OCTA shall not take any act nor threaten any action against any OCTA employee as a reprisal for making a report under state or federal whistleblower laws, unless the report was made, or the information was disclosed with the knowledge that it was false or with willful disregard for its truth or falsity.
2. In addition, employees are protected from being discharged, demoted, or otherwise discriminated against in retaliation for disclosing to a court, grand jury, or a management official or other employee of OCTA or a subcontractor who has the responsibility to investigate, discover, or address misconduct: a) information that the employee reasonably believes is evidence of gross mismanagement of a federal contract or grant, b) a gross waste of federal funds, c) an abuse of authority relating to a federal contract or grant, d) a substantial and specific danger to public health or safety, or e) a violation of law, rule, or regulation related to a federal contract (including the competition for or negotiation of a contract) or grant.

**L. Ethics Hotline**

OCTA shall maintain an Ethics Hotline for any employee, vendor, or member of the public to anonymously report any suspected fraud, waste, abuse, and illegal or unethical behavior. The report shall be confidential. Reports to the Ethics Hotline will be administered by the Internal Audit Department for review and investigation by the

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appropriate department. For information on the options for filing a report through the Ethics Hotline, go to <http://octa.net/About-OCTA/Who-We-Are/Internal-Audit/Fraud-Hotline/> or call 877-315-9918.

**M. Product Endorsement and Participation in Case Studies**

1. Employees, in their capacity as an OCTA employee, shall not endorse a product, service, or company or comment upon that product, service, or company if it is the intent of the solicitor of the endorsement, or of the vendor or manufacturer of that product or service, to use such comments for purposes of advertisement, marketing or sales, without prior consent of the CEO or designee. This includes appearing in any OCTA uniform or representing themselves as an OCTA employee on social media posts for such products or services. OCTA Board Members, in their capacity as an OCTA Board Member, are discouraged from endorsing a product, service, or company for purposes of advertisement, marketing or sales.
2. Employees, in their capacity as an OCTA employee, are not prohibited from responding to inquiries regarding the effectiveness of products or services used by OCTA unless the employee is aware that it is the inquirer's intention to use those comments for purposes of advertisement, marketing, or sales.
3. Employees, in their capacity as an OCTA employee, shall not participate in a case study of products or services for advertisement, marketing, or sales purposes by any person or organization outside of OCTA, without the consent of their executive director.

**N. Duty to Cooperate**

OCTA employees, in their capacity as an OCTA employee, shall cooperate fully with judicial bodies and courts, and with workplace investigative personnel, appear before them upon request, and answer all questions truthfully, concerning their conduct in office or the performance of their official duties or matters within their knowledge pertaining to the property or affairs of OCTA.

**VI. EXCEPTIONS**

- A. The provisions of Government Code Section 87406.3 shall apply with equal force and effect to each individual who is appointed as a public member of the OCTA Board, the same as members of the Board who are elected officials.
- B. This means that a public member of the Board shall not, for a period of one year after leaving that office, act as an agent or attorney for or otherwise represent for compensation any other person by communicating with an OCTA employee if the communication is made for the purpose of influencing administrative or legislative action, or proceeding involving the issuance, amendment, awarding, or revocation of a permit, license, grant, or contract, or the sale or purchase of goods or property.

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- C. OCTA reserves the right to change this policy at any time without prior notice. OCTA has the authority to make exceptions to this policy as required by business needs. Any exceptions must be authorized by the CEO. In the event that any changes are made, the revised policy will be posted on OCTA Today.

**VII. PROVISIONS AND CONDITIONS**

- A. All OCTA employees have a responsibility to conduct OCTA's business in compliance with this policy. General Counsel shall investigate alleged violations of this policy. In the event General Counsel determines that a violation has occurred, General Counsel's finding shall be reported to the CEO who shall take such action, which may include notification to the Board, as is appropriate under the circumstances. Any violation of a provision of this policy which is based upon a state or federal law may also be enforced by any appropriate enforcement agency.
- B. A violation of this policy by an OCTA employee may result in the imposition of discipline, up to and including separation of employment. The appropriate discipline will be determined by the employee's supervisor in consultation with the division executive director of the organization unit in which the employee works and the Executive Director of People and Community Engagement. The imposition of discipline by OCTA for a violation of this policy, when such violation is also a violation of state or federal law, shall not affect the ability of any appropriate prosecutorial agency to seek the imposition of any penalty allowed by law for such violation.
- C. Acknowledgement of Receipt of Code of Conduct – New OCTA employees will receive a copy of this policy upon commencement of employment and will sign an acknowledgement of receipt. Thereafter, all employees will receive a copy of this policy once every two years, and they will be required to sign an acknowledgement of receipt.

**VII. RELATED DOCUMENTS**

- A. Code of Conduct Policy Acknowledgement Form
- B. Workplace Harassment & Discrimination Prevention Policy (EO-HR-400WHDP)

**END OF POLICY**