

OHIO PUBLIC FACILITIES MAINTENANCE ASSOCIATION

CODE OF CONDUCT AND ETHICS POLICY

June 19, 2014

Ohio Public Facilities Maintenance Association and its individual chapters (together, “OPFMA”) are committed to maintaining the highest standards of ethical conduct. This Code of Conduct and Ethics Policy for Trustees (“Code”) reflects the organizational practices and principles of behavior that support this commitment. This Code is in addition to, and should be interpreted in accordance with, any requirements imposed by federal or Ohio law, the Articles of Incorporation and Code of Regulations of OPFMA, each as amended. Our Board of Trustees sets the standards of conduct contained in the Code and update these standards as appropriate to reflect legal and regulatory developments. We expect every Trustee to read and understand this Code and its application to the performance of his or her responsibilities. We hold each of our Trustees accountable for adherence to this Code.

1. Ethics and Conflicts of Interest

The Board is committed to upholding the highest legal and ethical conduct in fulfilling its responsibilities. The Board expects all Trustees, as well as its officers and employees, to act ethically at all times and to adhere to OPFMA’s values and guidelines as may be set forth in OPFMA’s policies on conflicts and confidentiality.

The Board will not permit any waiver of any ethics policy for any Trustee or officer. Trustees, as well as officers and employees, of OPFMA must make annual disclosures of any relationships, receipt of gifts, compensation, or other situations leading to possible conflicts in accordance with OPFMA’s Conflict of Interest Policy. If an actual or potential conflict of interest arises for a Trustee, the Trustee will promptly inform the Board President or such other person as the Board may select. If a significant conflict exists and cannot be resolved, the Trustee should resign. All Trustees must recuse themselves from any discussion or decision affecting their business or personal interests.

Although it is not always possible to avoid conflicts of interest, it is OPFMA’s policy to prohibit such conflicts when possible. Conflicts of interest may not always be clear-cut, so if Trustees have a question, they are expected to consult with the President or the Secretary/Treasurer. Any Trustee who becomes aware of a conflict or potential conflict of interest is expected to bring it to the attention of the President or the Secretary/Treasurer.

2. Confidentiality

All Trustees must maintain the confidentiality of information entrusted to them by OPFMA, as well as any other confidential information about OPFMA, that a Trustee receives from any source in his or her capacity as Trustee, except when disclosure is

legally required or when specifically authorized by the Board. Trustees are expected to take all appropriate steps to minimize the risk of disclosure of confidential communications coming to them from OPFMA as well as confidential discussions and decisions by or among Trustees and by or among the Trustees and officers or employees of OPFMA. All discussions that occur at meetings of the Board or a Board committee are deemed confidential, except to the extent disclosure may be legally required. Trustees may not use confidential information for their benefit or for the benefit of persons or entities outside of OPFMA or in violation of any law or regulation. Trustees are subject to these obligations with regard to confidential information during and after their service on the Board. For purposes of this guideline, “confidential information” means all non-public information relating to OPFMA, including, but not limited to, information that could be useful to OPFMA’s competitors or harmful to OPFMA or its interests or objectives, if disclosed.

3. Board Interaction with Outside Parties

The Board believes that as a general matter management speaks for OPFMA. If comments from the Board are appropriate, they should, in most circumstances, come from the President or such other properly designated officer. If a Trustee is contacted by the media regarding OPFMA matters, he or she should request the media to contact the President or the Secretary/Treasurer.

4. Corporate Opportunity

Except as may be approved by the Board, Trustees are prohibited from (a) taking for themselves personally any opportunities that belong to OPFMA or are discovered through the use of corporate property, information, or position; (b) using corporate property, information, or position for personal gain; and (c) competing with OPFMA.

All Trustees are expected to exercise their judgment in a manner that protects OPFMA’s assets, promotes their efficient use, and furthers OPFMA’s charitable mission. All assets of OPFMA are to be used for legitimate business purposes.

5. Reporting Any Illegal Or Unethical Behavior

Trustees should model and promote ethical behavior. Trustees should promptly communicate any suspected violations of the Code, including any violation of law or government rule or regulation, to the President or the Secretary/Treasurer. Suspected violations will be investigated by the Board or the Governance Committee or persons designated by the Board or the Governance Committee. Violations of this Code will be dealt with as would the disregard of any other OPMA policy or procedure.