



# North Market Board Member Policy Documents

## North Market Board Member Confidentiality Agreement

During the course of North Market Development Authority and Ohio Public Market Authority (together referred to as “North Market”) Board meetings, Executive Committee meetings or break-out Board Committee sessions, and in the course of setting policy or making operational decisions, disclosures of opinions, financial data, documents, potential courses of action or plans related to North Market business operations and merchants may be shared.

This confidentiality policy is intended to define the responsibility each Board Member has to hold this information in confidence until and unless the Executive Committee or President of the Board indicates that this information is appropriate for media dissemination or public announcement.

‘Media’ in this policy refers to all methods of public broadcast dissemination including but not limited to: radio, television, print, internet-based forums, websites, blogs, social media channels, podcasts or email communications.

Board Members whose non-Board activities or livelihoods may be affected by Board decisions, or whose knowledge of Board proposals may create a conflict with their professional responsibilities, are particularly responsible to alert the President of the Board if they feel they should be excused from sensitive or other discussions where a conflict of their professional duties may be at issue.

Any Board Member who has interest in sharing meeting discussions with outside parties for the purpose of gathering helpful information or assistance to further North Market goals, should request permission to do so from the President of the Board.

The purpose of this policy is not to withhold meaningful information from the public. The policy is intended to support a structure of respect for candid dialogue when discussing North Market business, and to reinforce the protection of sensitive financial data, particularly when specific detail discussed may have impact for our merchants, partners and fellow board members.

A separate Public Relations Policy defines the process by which, and persons responsible for, public dissemination of North Market operational and general announcements will be made. This policy defines

the process and method by which Board members will receive notification (electronic, regular mail, verbally) when announcements having operational or public impact are to be made.

**The Bottom Line**

All official business of the Board conducted during board and committee meetings is to be assumed to be confidential until Board Members are informed that an official announcement will be made on behalf of the North Market Development Authority Board, its merchants, partners and management team.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and may result in suspension or termination of the person(s) responsible from their position on the North Market Development Authority Board.

# North Market Media & Public Relations Policy

'Media' in this policy refers to all channels of public information dissemination including but not limited to: radio, television, print, internet-based forums, websites, blogs, social media channels, podcasts and email communications.

Methods for public announcement include but are not limited to: printed or electronic media releases and interviews with members of the broadcast, print or digital media.

This Media and Public Relations policy applies to all members of the North Market Development Authority Board and the North Market Management Staff.

## **What We Announce**

Announcements related to North Market events, daily operations or changes to daily operations, are at the discretion of the Executive Director and the Marketing Director and do not require collaboration with or permission of the North Market Development Authority Board except in the case of emergencies.

In the event of an emergency such as early closures due to operational or weather-related issues, the Executive Director will make best effort to alert the Executive Committee members of the North Market Development Authority that emergency communications are required. This is simply a 'heads up' notification.

Strategic or other announcements related to North Market long-term planning, merchant-related announcements such as lease signings or terminations, potentially controversial announcements or announcements of interest to the City of Columbus (Landlord) are to be discussed by the Executive Director and the President of the North Market Development Authority Board prior to discussion of these topics with members of the media and/or any public release of this information.

## **How We Publicly Share Information**

North Market event or operational announcements can be made at the discretion of the Executive Director and Marketing Director via channels of their choice (radio, television, print, electronic) without involving the North Market Development Authority Board. It is assumed these announcements will be written and disseminated by the Marketing Director on behalf of the North Market.

The Executive Director is expected to act as the primary spokesperson for The North Market with the Marketing Director expected to act as an assigned spokesperson as needed.

Major announcements with potential for public impact or response must be collaboratively discussed and drafted by the North Market Development Authority Board and executive leadership of the Market staff. A Public Relations Plan, *specific to each announcement*, will be in place prior to public dissemination and media interviews.

When media interviews are conducted, all best effort will be made to have *both* a member of the Executive Committee of the North Market Development Authority (preferably the President) and the Executive Director present for the interview. The Marketing Director will hold primary responsibility for interview scheduling and topic confirmation and may be present for these interviews.

**The Public Relations Plan**

The Public Relations Plan will define the talking points for any major announcement, the outlets through which the announcement will be made, and who will be responsible for providing or responding to media interviews.

As part of the Public Relations Plan for major announcements, any North Market partners or affected parties, particularly a representative of the City of Columbus (Landlord), will be made aware of the pending announcement. The input or permission of these affected parties will be sought prior to public dissemination for the purpose of completing any talking points and confirming contact(s) for follow-up interview by media representatives.

**Transparency, Reliability and Accuracy**

We believe transparency, reliability and accuracy are the foundation of effective communication. These are the goals of The North Market Media and Public Relations Policy.

This uniform process for public information release is intended to provide unity and clarity in our public and merchant communications and to encourage confidence in our facility operations and future planning.

**The Bottom Line**

All official business of the North Market is to be assumed to be confidential until Staff are informed that an official announcement will be made on behalf of the North Market Development Authority Board, its merchants, partners and management team.

Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and may result in suspension or termination of the person(s) responsible from their position with the North Market.

# Whistleblower Policy and Procedures

The North Market Development Authority (North Market) is committed to adhering to all applicable laws and regulations and to observing the highest standards of professional ethics in the conduct of its operations. It is, therefore, the responsibility of Officers, the Board of Directors, the Executive Director, and staff to report any conduct or activity which is believed to be illegal, inappropriate, or otherwise not in compliance with North Market policies. No one who in good faith reports a suspected violation shall suffer retaliation, harassment, or adverse employment consequences.

## **Reporting Procedures**

North Market Officers, the Board of Directors, the Executive Director, and staff must immediately report any suspected violation or misconduct to the Executive Director or the President of the Board of Directors of the North Market. If the suspected misconduct implicates one or both of the foregoing individuals, or if the reporting individual is not comfortable speaking with or not satisfied with the response of these individuals, the issue may be reported to any member of the Executive Committee.

## **Confidentiality**

Reports of a suspected violation or misconduct may be submitted on a confidential basis or may be submitted anonymously. Reports of suspected misconduct will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

## **Investigation**

All reports of suspected misconduct will be promptly investigated. Investigations will be confidential, except to the extent needed to conduct the investigation, and as required or permitted by law. The findings will be reported to the Executive Committee, and the Executive Committee will promptly recommend an appropriate course of action to the Board of Directors.

## **No Retaliation**

The North Market encourages its Officers, Board of Directors, the Executive Director, and staff to report their questions, concerns, suggestions, or complaints to someone who can address them properly. The North Market strongly disapproves of and will not tolerate any form of retaliation against persons who in good faith report a suspected violation or misconduct. Anyone who engages in such retaliation will be subject to appropriate disciplinary and corrective action.

## **Acting in Good Faith**

Anyone submitting a complaint concerning a suspected violation or misconduct must act in good faith with reasonable grounds for believing the truth and accuracy of the information disclosed. Any disclosure determined to have been made maliciously or knowingly to be false constitutes grounds for disciplinary action.

# Record Retention and Destruction Policy

It is the intent of the North Market Development Authority (North Market) to maintain complete and accurate records. Records are to be retained for the period of their immediate use, unless longer retention is required for historical reference, for contractual, legal or regulatory requirements, or for other purposes as may be set forth herein. Records that are no longer required, or have satisfied their required periods of retention, shall be destroyed.

## Retention Period

In accordance with legal requirements and good business practices, the North Market shall retain documents according to the following schedule:

1. One Year  
Correspondence files, past budgets, publications, policies/procedures.
2. Three Years  
Bank statements, petty cash vouchers, leases.
3. Seven Years  
Accounts payable ledgers, accounts receivable ledgers, cancelled checks.
4. Permanently
  - a. Governance records: Bylaws, other organizational documents, governing board and committee minutes.
  - b. Tax records: Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence.
  - c. Financial records: Annual audits, financial statements.

## Retention of Documents Relating to Official Proceedings

Document destruction will be suspended immediately upon indication of an official government investigation or when a lawsuit is filed or appears imminent. No North Market Board of Director, Officer, the Executive Director or staff member shall knowingly destroy documents (paper or electronic) with the intent to obstruct, impede, or influence any official government proceeding or investigation.

## Responsibility for Administration of Policy

The Executive Director of the North Market shall be responsible for administering this policy. In addition, it shall be the responsibility of all directors, officers, the Executive Director and staff to ensure that North Market documents and records retained by them are stored or destroyed in a manner consistent with this policy.

# Conflict of Interest Policy

The purpose of this policy is to facilitate the disclosure of information that may help identify and avoid conflicts of interest and to provide procedures to be followed in managing potential or actual conflicts of interest.

## **Definition of Conflict of Interest**

A conflict of interest arises when a person in a position of authority within the North Market Development Authority (North Market) may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

## **Persons Covered By This Policy**

This policy shall apply to the officers, members of the Board of Directors, Officers, the Executive Director and staff of the North Market.

## **Disclosure of Actual or Potential Conflict of Interest**

Where a potential or actual conflict of interest exists, it is the responsibility of the person involved or any other person with knowledge of such conflict to notify the Executive Director or the President of the Board of Directors of the circumstances resulting in the potential or actual conflict. If the conflict of interest involves one or both of the foregoing individuals, or if the reporting individual is not comfortable speaking with these individuals, the conflict may be reported to any member of the Executive Committee.

## **Failure to Disclose**

If the Board of Directors has reasonable cause to believe a person covered by this policy has failed to disclose an actual or potential conflict of interest, it shall inform that person of the basis for such belief and afford that person an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as necessary, the Board of Directors determines the person has failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action with the advice of counsel.

## **Procedures for Determining and Addressing Conflicts of Interest**

The Board of Directors shall determine if the disclosed financial interest of the person may constitute a conflict of interest. Such person may be allowed to make a presentation to the Board, but after such presentation, he or she shall leave the meeting of the Board whereupon the Board shall discuss and vote on the matter. If the Board determines that a potential conflict of interest does exist, it shall consider alternatives to the proposed transaction or arrangement giving rise to the conflict and determine, by vote, whether or not it is in the North Market's best interests to proceed with the proposed transaction or arrangement notwithstanding the potential conflict of interest.

## **Record Keeping**

The minutes of the meetings pertaining to potential and actual conflicts of interest shall include: (1) the names of the persons who disclosed and/or who are involved in the potential or actual conflict of interest, the nature of the financial interest, and whether the Board of Directors determined a conflict of interest existed; and (2) the names of the persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, and a record of any votes taken in connection with the discussions.

**Distribution of Policy**

This policy shall be distributed to the Board of Directors, Officers, the Executive Director, and staff.

**Conflict of Interest Disclosure Statement**

On an annual basis, each person to whom this policy applies shall be required to complete and sign an acknowledgement and disclosure statement that: (1) affirms that such person has read and understands this policy and agrees to comply with it, and (2) discloses information concerning any possible or actual conflicts of interest.



# Acknowledgement

- I have read the North Market Development Authority Confidentiality Policy. I agree to abide by the requirements of the policy and to inform an Executive Committee Member if I believe any violation (unintentional or otherwise) of the policy has occurred.
- I have read the North Market Media and Public Relations Policy. I agree to abide by the requirements of the policy and to inform an Executive Committee Member or the Executive Director if I believe any violation (unintentional or otherwise) of the policy has occurred.
- I have read, understood, and agree to abide by the North Market Whistleblower Policy.
- I have read, understood, and agree to abide by the North Market Record Retention and Destruction Policy.
- I have read, understood, and agree to abide by the North Market Conflict of Interest Policy.
- I certify that there are no conflicts of interest

-or-

Disclosure of potential or actual conflicts of interest:

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Full Name (printed)

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Signature

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Date

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North Market Position (Officer, Board Member, Executive Director, Staff)