SAN JOAQUIN RIVER PARKWAY AND CONSERVATION TRUST, INC.  
(River Parkway Trust)  

POLICY ON ETHICAL BEHAVIOR AND CODE OF CONDUCT  
FOR  
MEMBERS OF THE BOARD OF DIRECTORS  

Introduction  

The Board of Directors of the River Parkway Trust have a responsibility to be aware of the laws, regulations, and policies that affect their duties and to discharge their responsibilities in a lawful manner. All members of the Board of Directors are expected to observe the standards outlined in this document and to conduct themselves in a professional and ethical manner at all times.  

Mission  

The mission of the River Parkway Trust is to preserve and restore San Joaquin River lands of ecological, scenic or historic significance; to educate the public on the need for stewardship; to research issues affecting the river; and to promote educational, recreational and agricultural uses of the river bottom consistent with protection of the river resources.  

The San Joaquin River Parkway and Conservation Trust is committed to provide services that enhance the cultural and economic resources the San Joaquin River provides to the citizens of California and believes that a sound riparian ecosystem is essential to sustain its benefits.  

To fulfill this commitment, the Trust directs its efforts and resources to preserve and restore the San Joaquin River lands of ecological, scenic, historic, recreational and agricultural significance; educate the public on the need for stewardship; research issues affecting the river; and promote appropriate public uses of the river bottom consistent with the protection of the environment.  

The Trust’s service to the community is strengthened by its ability to work with landowners, educational institutions, allied community groups, volunteers and government agencies.  

The Trust’s success will be measured by its ability to implement a comprehensive plan for a green-belt parkway along 22 miles of the river below Friant Dam. This implementation will be facilitated through land acquisition; sound land management practices and providing appropriate public use opportunities.  

Core Values of River Parkway Trust  

The Credo of the River Parkway Trust reflects our history and the context in which the work of the Trust is carried out. It shapes the manner in which River Parkway Trust sets direction, creates policy, develops relationships, collaborates with other organizations, operates within the community and creates a working environment. The River Parkway Trust’s Credo is:
We believe the San Joaquin River is a unique natural resource with an enduring heritage and is a priceless asset sustaining and enriching the lives of Valley people.

We are responsible to be good stewards of the river and all it has to offer, to preserve areas of unspoiled beauty, to expand conservation through restoring and maintaining river lands and to voice concerns when the river is threatened.

We are responsible to provide opportunities for our community to learn more about the river with access to explore its banks and waters and to provide places where people can enjoy and play in the outdoors and experience the personal renewal that only nature can provide.

We seek to be partners with everyone who shares our vision, working alongside each other, celebrating our time together and valuing the diverse talents each individual brings to our task.

We feel a special responsibility to the Valley’s children, giving them a chance to discover the river, providing them with a sense of place and fostering a strong stewardship ethic within them.

Our final responsibility is to that of future generations, to take steps today to ensure a lasting and healthy river for tomorrow full of fresh clean water with abundant fish and wildlife, trees and plants, and scenic vistas to enjoy.

General Standard of Conduct

Members of the Board of Directors should conduct themselves at all times in full compliance with the policies of the River Parkway Trust and the spirit and letter of all applicable laws and regulations, whether federal, state, municipal or otherwise. Members of the Board of Directors must perform their duties, including all committee assignments, in good faith. In addition, adherence to the highest ethical standards is expected of all members of the Board of Directors in fulfilling their duties.

Conflict of Interest

A conflict of interest exists when a member of the Board of Directors' personal activities or financial affairs might influence the judgment required for the performance of his or her duties as a member of the Board of Directors. Each member of the Board of Directors should be conscious of the potential for such conflicts when being asked to vote on a particular land transaction, resource policy matter, contract, grant award, or other transaction. Conflicts often occur naturally by reason of a member of the Board Directors’ outside interest, activities and/or employment.

Conflicts are not illegal nor are they to be regarded as a reflection on the integrity of the member of the member of the Board of Directors. However, it is appropriate to disclose any conflict, or supposed conflict, in a timely manner. The River Parkway Trust has as part of its bylaws a procedure for addressing any conflicts of interest. Appropriate disclosure allows the disinterested members of the Board of Directors to assess the proposed transaction both in terms
of fairness and for its impact on the public image of River Parkway Trust, as well as to what extent the member of the Board of Directors with the disclosed conflict should participate in the deliberations of the Board with respect to the matter. When there is doubt as to whether or not there is a conflict and the Board cannot decide, the member of the Board with the potential for conflict should refrain from voting or participating in discussion on the matter.

**Corporate Opportunity**

A corporate opportunity exists when a member of the Board of Directors becomes aware of a proposed transaction by virtue of his or her position as a member of the Board that would likely be of present or future personal interest. Before a member of the Board of Directors may take advantage of or otherwise engage in this transaction personally, the member of the Board should affirmatively disclose and present the matter of interest to the President of the River Parkway Trust’s Board of Directors in sufficient detail and with adequate time to enable that person or the Board, if appropriate, to act or decline to act with regard to the subject transaction. The member of the Board of Director’s disclosure of a corporate opportunity should be well documented. Failing to disclose a corporate opportunity and thereafter gaining financially from the endeavor could subject the member of the Board of Directors to liability.

**Use and Protection of Confidential Information**

Each member of the Board of Directors is responsible for protecting and maintaining the confidentiality of non-public information in River Parkway Trust’s possession. The Board of Directors acknowledge that Trust program plans, mailing lists, River Parkway Trust partners, grant applications, contractors, and those doing business with River Parkway Trust or other information contained in River Parkway Trust records may be trade secrets and proprietary information.

The use of non-public information provided by River Parkway Trust to further one’s own interests, or the interest of family or friends, or the interests of competitors, is prohibited. Members of the Board of Directors may not use their position with River Parkway Trust to obtain improper or personal gain (including River Parkway Trust letterhead/name/logo), for any purpose not associated with conducting River Parkway Trust business.

Specific examples of sensitive confidential information include, but are not limited to land transactions, program plans, financial data, personal medical records, litigation, settlement data, mailing lists, grant proposals, budgets for grant proposals, manuals, or other internal documents. Sensitive and confidential information would also include information disseminated to members of the Board of Directors in connection with Board and committee meetings and in other communications with management.

A member of the Board of Directors has an obligation to maintain the confidentiality of River Parkway Trust non-public information and continues that obligation after he or she has left the River Parkway Trust Board.
Public Statements

The River Parkway Trust policy is to be truthful in all communications with the public. All news media requests for comment and information should be referred to the President or Executive Director of the River Parkway Trust.

Annual Statement

Annually, each Director will sign a statement affirming that he or she has complied with the policies contained in this Policy on Ethical Behavior and Code of Conduct for Members of the Board of Directors.

Conclusion

This document is not intended to provide complete guidance for members of the Board, but to restate the basic principles of expected behavior with emphasis upon some of the more significant areas of law applicable to the River Parkway Trust. As in the past, members of the Board of Directors are expected to adhere to this and all other applicable policies, to conduct themselves ethically and in compliance with the law, and to help the River Parkway Trust maintain its dedication to integrity and ethical practice in accomplishing River Parkway Trust's mission.