

SUBJECT:

Code of Ethics

PURPOSE/SCOPE:

The purpose of this Ethics Policy is to establish standards of conduct and to promote transparency, integrity, and accountability within SelectFlorida. Board members, officers, and employees must comply with this policy to ensure public trust and uphold Select Florida’s mission to attract, retain, and create higher-wage jobs for Floridians.

In adherence to statutory requirements, this policy is governed by the Florida Legislature’s ethical standards as specified in sections 112.313(1)-(8), (10), (12), and (15), 112.3135, 122.3143(2), 112.3144, and 112.3145, Florida Statutes (“F.S.”). These statutes outline prohibited conduct, including conflicts of interest, unauthorized compensation, misuse of position, and disclosure of voting conflicts. All Board members, officers, and employees are expected to understand and abide by these statutes and this policy in the performance of their official duties.

I. Authority

- Chapter 112, Florida Statutes
- Section 288.012, Florida Statutes

II. Definitions

1. **Board Member** – Members of the Board of Directors of SelectFlorida.
2. **Employee** – All SelectFlorida employees.
3. **Gift** – Anything accepted by a person, whether directly or indirectly by another, for that person’s benefit and for which no payment is made. A gift may include real property or its use; tangible or intangible personal property or its use; a preferential rate or terms on a transaction not available to other similarly situated; forgiveness of a debt; transportation; lodging; parking; food or beverage; dues, fees and tickets; plants and flowers; personal services for which a fee is normally charged by the provider; and any other thing or service having an attributable value.
4. **Public Officer** – A Board member or President, Vice President, Secretary, or Treasurer of SelectFlorida.
5. **Relative** – Any person who meets the definition of that term in the Statutory Code. Consistent with section 112.312(21), F.S., a Relative means an individual who is related to

a public officer or employee as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half-brother, half-sister, grandparent, great grandparent, grandchild, great grandchild, step grandparent, step great grandparent, step grandchild, step great grandchild, person who is engaged to be married to the public officer or employee or who otherwise holds himself or herself out as or is generally known as the person whom the public officer or employee intends to marry or with whom the public officer or employee intends to form a household, or any other natural person having the same legal residence as the public officer or employee.

6. **Special Private Gain or Loss** – An economic benefit or harm that would inure to the Board member, officer, or employee, his or her relative, business associate, or principal, unless the measure affects a class that includes the Board member, officer, or employee, his or her relative, business associate, or principal, in which case, at least the following factors must be considered when determining whether a special private gain or loss exists:
 - a. The size of the class affected by the vote.
 - b. The nature of the interests involved.
 - c. The degree to which the interests of all members of the class are affected by the vote.
 - d. The degree to which the Board member, officer, or employee his or her relative, business associate, or principal receives a greater benefit or harm when compared to other members of the class.

III. Notification

All SelectFlorida Board members, officers, and employees shall be notified of this Policy and its procedures by one of the following methods: new employee orientation, SelectFlorida communications via employee distribution list, or annual ethics training.

IV. **Procedures/Policy**

1. **General Provisions**

Board members, officers, and employees shall comply with the requirements of this Policy as well as Article I, Section 24 of the Florida Constitution, sections 112.313(1)-(8), (10), (12), and (15), 112.3135, 112.3143(2), 112.3144, and 112.3145, F.S. All Board members, officers, and employees shall familiarize themselves with the requirements of these statutes and this Policy.

2. **Prohibition of Solicitation or Acceptance of Gifts**

No Board member, officer, or employee shall solicit or accept from any person or entity, directly or indirectly, whether by himself or herself or through his or her spouse or a relative, anything of value to the recipient, including a gift, loan, reward, promise of future employment, favor, or service, which he or she knows or has reason to believe is made or



offered with the intent or understanding that the vote, official action, or judgment of the Board member, officer, or employee would be influenced thereby.

3. Conflict of Interest

No Board member, officer, or employee acting on behalf of SelectFlorida shall either directly or indirectly, purchase, rent, or lease any realty, goods, or services from any business entity of which the board member, officer, or employee or their spouse or child is an officer, partner, director, or proprietor or in which such board member, officer, or employee or their spouse or child, or any combination of them, has a material interest. Nor shall any board member, officer, or employee rent, lease, or sell any realty goods or services to SelectFlorida.

However, this conflict of interest may be waived for a Board member in particular instances if the body in which appointed the board member, upon a full disclosure of the transaction or relationship to the appointing body prior to the waiver and an affirmative vote in favor of waiver by two-thirds vote of that body. In instances in which appointment to the Board is made by an individual, waiver may be effected, after public hearing, by a determination by the appointing person and full disclosure of the transaction or relationship by the appointee to the appointing person.

4. Prohibition of Unauthorized Compensation

No Board member, officer, or employee, or their spouse or minor child shall, at any time, accept any compensation, payment, or thing of value when the Board member, officer, or employee knows, or should have known with the exercise of reasonable care, that it was given to influence any action in which the Board member, officer, or employee was expected to participate in his or her capacity as a SelectFlorida Board member, officer, or employee.

5. Misuse of Position

No Board member, officer, or employee shall corruptly use or attempt to use his or her position, or any property or resource of SelectFlorida which may be within his or her trust, or perform his or her duties, to secure a special privilege, benefit, or exemption for themselves or others.

6. Misuse of Public Position

No Board member, officer, or employee shall be prohibited from voting on a matter affecting his or her salary, expenses, or other compensation as a public officer, as provided by law.

7. Conflicting Employment or Contractual Relationship

No Board member, officer, or employee shall have or hold any employment or contractual relationship with any business entity or agency which is doing business with SelectFlorida, or receiving incentives from the State of Florida. Nor shall any Board member, officer, or



employee have or hold any employment or contractual relationship that will create a continuing or frequently recurring conflict between his or her private interests and the performance of his or her SelectFlorida duties, or that would impede the full and faithful discharge of his or her SelectFlorida duties.

However, this conflict of interest may be waived for a Board member in particular instances if the body in which appointed the board member, upon a full disclosure of the transaction or relationship to the appointing body prior to the waiver and an affirmative vote in favor of waiver by two-thirds vote of that body. In instances in which appointment to the Board is made by an individual, waiver may be effected, after public hearing, by a determination by the appointing person and full disclosure of the transaction or relationship by the appointee to the appointing person.

Additionally, no Board member, officer, or employee will be in violation of this section if the Board member, officer, or employee maintains an employment relationship with an entity which is currently a tax-exempt organization under section 501(c) of the Internal Revenue Code and which contracts with or otherwise enters into a business relationship with SelectFlorida and:

- a. The Board member, officer, or employees' employment is not directly or indirectly compensated as a result of such contract or business relationship;
- b. The Board member, officer, or employee has in no way participated in SelectFlorida's decision to contract or to enter into the business relationship with his or her employer, whether by participating in discussion at the meeting, by communicating with Board members, officers, or employees of SelectFlorida, or otherwise; and
- c. The Board member, officer, or employee abstains from voting on any matter which may come before SelectFlorida involving the Board member, officer, or employees' employer, publicly states to the assembly the nature of the Board member, officers, or employees' interest in the matter from which he or she is abstaining, and files a written memorandum as provided in section 112.3143, F.S.

Lastly, all outside employment must be approved by the President of SelectFlorida. In the case of the President, outside employment must be approved by the Chair of the SelectFlorida Board of Directors. Outside employment includes any regularly performed activity from which an employee receives income. It also includes non-paying positions an employee may hold with an organization (e.g., a non-paying position on the board of directors for a nonprofit). Requests for approval of outside employment should be directed to the General Counsel. The General Counsel or President will notify employees of the President's approval in writing. Human Resources will maintain the request and subsequent approval or disapproval in the employee's personnel file.

8. Disclosure or Use of Certain Information

No Board member, officer, or employee shall disclose or use information not available to members of the general public and gained by reason of his or her position for his or her



personal gain or benefit, or for the personal gain or benefit of any other person or business entity. No Board member, officer, or employee shall disclose information covered by a fully executed non-disclosure agreement.

9. Restriction on Employment of Relatives

No Board member, officer, or employee may appoint, employ, promote, advance, supervise, or advocate for appointment, employment, promotion, or advancement of a relative into a SelectFlorida position over which the Board member, officer, or employee exercises control. Mere approval of budgets is not an exercise of control. For purposes of this section only, and in accordance with section 112.3135, F.S., relative means an individual who is related to the Board member, officer, or employee as father, mother, son, daughter, brother, sister, uncle, aunt, first cousin, nephew, niece, husband, wife, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, stepfather, stepmother, stepson, stepdaughter, stepbrother, stepsister, half brother, or half sister.

10. Holding Office

No person may be both an employee of SelectFlorida and a SelectFlorida Board member at the same time.

11. Use of SelectFlorida Funds on Food, Beverages, Lodging, Entertainment, or Gifts

Funds stemming from SelectFlorida's funding and program agreement with the Florida Department of Commerce may not be expended for food, beverages, lodging, entertainment, or gifts for employees, Board members, or employees of a tourist or economic development entity that receives revenue from a tax imposed pursuant to sections 125.0104, 125.0108, or 212.0305, F.S., unless authorized pursuant to section 112.061, F.S. SelectFlorida may only utilize private self-generated revenue for food, beverages, or entertainment.

A Board member, officer, or employee may not accept or receive food, beverages, lodging, entertainment, or gifts from a tourist or economic development entity that receives revenue from a tax imposed pursuant to sections 125.0104, 125.0108, or 212.0305, F.S., or from any person, vendor, or other entity, doing business with SelectFlorida unless such food, beverage, lodging, entertainment, or gift is available to similarly situated members of the public, or if the revenue stemming from the tax is not utilized for the aforementioned items.

12. Voting Conflicts

A Board member, officer, or employee may not vote on any matter that the Board member, officer, or employee knows would inure to his or her special private gain or loss. Any Board member, officer, or employee who abstains from voting in an official capacity upon any measure that the Board member, officer, or employee knows would inure to the Board member, officer, or employees' special private gain or loss, or who votes in an official capacity on a measure that he or she knows would inure to the special private gain or loss

of any principal by whom the Board member or officer is retained or to the parent organization or subsidiary of a corporate principal by which the Board member, officer, or employee is retained other than an agency as defined in section 112.312(2), F.S.; or which the Board member, officer, or employee knows would inure to the special private gain or loss of a relative or business associate of the Board member, officer, or employee, shall make every reasonable effort to disclose the nature of his or her interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for the Board member, officer, or employee to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

13. Financial Disclosure

Board members are required to file a full and public disclosure of his or her financial interests annually with the Florida Commission on Ethics.

14. Violations

The failure of a Board member, officer, or employee to adhere to the standards set forth in this policy may result in the removal of that person from their position. All ethics violations should be reported to the Office of the General Counsel.