

**PORT AUTHORITY OF GUAM  
BOARD OF DIRECTORS**

**CODE OF ETHICS**

Section 1. **AUTHORITY**

In accordance with Title 12, Guam Code Annotated, Chapter 10, Section 10104, the Board of Directors of the Port Authority of Guam hereby adopts, as a policy, the following Code of Ethics to assist it in the conduct of its affairs:

Section 2. **PREAMBLE**

The Board of Directors Code of Ethics serves as a Code of Conduct in their capacity as Board Members. The principles and requirements that comprise the code and procedure are designed to ensure full compliance by the Board Members, ensuring the integrity and efficacy of the Code. Members of the Board affirm their endorsement of the Code and acknowledge their commitment to uphold its principles and obligations to the agency it governs, the Port Authority of Guam.

The Board of Directors shall at all times abide by and conform to the following Code of Conduct in their capacity as board members to the Port Authority of Guam:

Section 3. **GENERAL PRINCIPLES**

a) **Regulation Compliance**

- Each Board Member shall abide by the Code of Ethics and all other rules and regulations, laws applicable to the Port Authority of Guam, and will ensure their directorship as Board Members remains in good standing at all times;
- Adhere to Standard of Conduct for Elected Officers, Appointed Officers, and Public Employees of the Government of Guam, Chapter 15, Title 4, Guam Code Annotated. This Code of Ethics is made in conjunction with such statutes and regulations and is intended to establish general standards of conduct necessary for the proper and efficient operation of the Port Authority of Guam;
- Comply with the Open Government Law and shall not meet outside of publicly noticed meetings to make decisions concerning the Port Authority of Guam. However, Board Members may meet individually or in small groups, without quorum established, with the staff, management and personnel of the Port for purposes of gathering information or for any other purpose authorized by law; and,

b) Proper Conduct

- Members of the Board will conduct its business affairs as members in good faith and with honesty, integrity, due diligence and reasonable competence;
- The Board of Directors shall conduct themselves with civility, respect and maintain good relations with fellow Board Members by considering their opinions and working with each other;
- Board Members will exercise proper authority and good judgment in their dealings with Port staff, management and employees and will respond in a responsible, respectful and professional manner;
- The Board of Directors may not attempt to exercise individual authority over the Port Authority of Guam or act on behalf of the Board, except as permitted by Guam Law and Board policies and resolutions; and,

c) Conflict of Interests

- The Board of Directors must act at all times in the best interest of the Port Authority of Guam and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest or any conflicts of interest, such Board Member shall identify and disclose the conflict and, as required, remove himself/herself from all discussion and voting on the matter;
- Avoid all conflicts of interest and the appearance of conflict of interest and not using the position as a Board Member for personal gain;
- Shall not abuse Board membership by improperly using Board membership or the agency's personnel, equipment, resources, or property for personal or third-party gain or pleasure; Board Members shall not represent to third parties that their authority as a Board Member extends any further than that which it actually extends;
- Shall not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the agency and its employees;
- Shall not solicit or accept gifts, gratuities, travel, personal property or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such person or entity with respect to matters pertaining to the agency; and,

d) Confidentiality

- No Board Member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Port Authority of Guam and each Board Member will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors;
- The Board of Director shall respect the confidentiality appropriate to issues regarding personnel, proprietary matters, and attorney-client privileged communications; and,

Section 4. **APPLICABILITY**

This Code of Ethics is applicable to the Port Authority of Guam Board of Directors. If any section, subsection, paragraph, sentence or other part of this Code is adjudged unconstitutional or invalid, such judgment shall not affect, impair or invalidate the remainder of this Code, but shall be confined in its effect that part of the Code ruled unconstitutional or invalid;

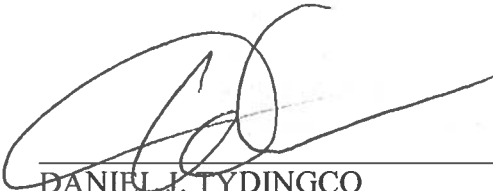
Section 5. **DISSEMINATION**

A copy of this Code of Ethics shall be delivered to each and every new member of the Port Authority of Guam Board of Directors immediately upon receiving legislative confirmation by the Guam Legislature.

Section 6. **EFFECTIVE DATE**

This Code of Ethics shall take effect upon approval by an affirmative vote of the majority of the Board of Directors of the Port Authority of Guam.


**SO APPROVED** this 7<sup>th</sup> day of APRIL, 2011 by:



DANIEL J. TYDINGCO  
CHAIRPERSON, Board of Directors



MICHAEL T. BENITO  
VICE CHAIRMAN, Board of Directors



JOVYNA S.A. LUJAN  
SECRETARY, Board of Directors



EDUARDO R. ILAO  
MEMBER, Board of Directors

## BOARD OF DIRECTORS

*Daniel J. Tydingco, Chairman*  
*Michael T. Benito, Vice Chairman*  
*Jovyna S. A. Lujan, Secretary*  
*Eduardo R. Ilao, Member*

**Resolution No. 2011-03**  
*(Amended and Superseding  
Resolution)*



### **RELATIVE TO ADOPTING A CODE OF ETHICS POLICY FOR THE BOARD OF DIRECTORS OF THE PORT AUTHORITY OF GUAM**

#### **BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE PORT AUTHORITY OF GUAM:**

**WHEREAS**, the Board of Directors of the Port Authority of Guam is committed to conducting its affairs in an ethical, professional and lawful manner, to include the proper use of its authority and proper use of decorum for all the Board's lawful functions; and

**WHEREAS**, the Board of Directors finds that its Members must avoid impropriety or the appearance of impropriety when conducting its affairs; now therefore be it

**RESOLVED**, that the Board of Directors hereby adopts a Code of Ethics Policy for its Members and said policy is as set forth and described in Board Policy No. 2011-01 attached herein and incorporated by reference as it fully sets forth; and be it further

**RESOLVED**, that such Code of Ethics policy shall take effect upon approval by an affirmative vote of the majority of the Board of Directors of the Port Authority of Guam and shall continue in full force and effect until amended or terminated by a Board of Directors resolution; and be it further

**RESOLVED**, that the Chairman certifies and Secretary attests to the adoption of this Resolution.

**DULY AND REGULARLY ADOPTED THIS** 7<sup>th</sup> **day of April, 2011.**

**DANIEL J. TYDINGCO**  
**CHAIRPERMAN, BOARD OF DIRECTORS**  
**PORT AUTHORITY OF GUAM**

**JOVYNA S.A. LUJAN**  
**SECRETARY, BOARD OF DIRECTORS**  
**PORT AUTHORITY OF GUAM**