

**RESOLUTION OF THE BOARD OF TRUSTEES OF THE UTAH TRANSIT
AUTHORITY ADOPTING REVISED BOARD POLICY 1.2 -- ETHICS**

R2026-04-01

April 8, 2026

WHEREAS, the Utah Transit Authority (the "Authority") is a large public transit district organized under the laws of the State of Utah and created to transact and exercise all of the powers provided for in the Utah Limited Purpose Local Government Entities-Special Districts Act and the Utah Public Transit District Act; and

WHEREAS, UTAH CODE §17B-2a-808.1 empowers the board of trustees of a large public transit district, such as the Authority, to develop and approve board policies, ordinances, and bylaws; and

WHEREAS, the Board of Trustees (the "Board") adopts Board Policies and Bylaws to provide leadership and governance to the Authority and fulfill its statutory governance responsibilities of the Authority; and

WHEREAS, the Board of the Authority last updated its Board Policy 1.2 – Ethics in December 2022; and

WHEREAS, the Board of the Authority wishes to revise Board Policy 1.2 – Ethics to incorporate statutory ethics requirements and to create an Ethics Committee; and

WHEREAS, the Board wishes to adopt this revised Board Policy.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Utah Transit Authority:

1. That the revised Board Policy 1.2 – Ethics, attached as Exhibit A, is hereby adopted.
2. That the Board of Trustees formally ratifies actions taken by the Authority, including those taken by the Executive Director, Board staff, staff, and counsel that are necessary or appropriate to give effect to this Resolution.
3. That the corporate seal be attached hereto.

Approved and adopted this 8th day of April 2026.

DocuSigned by:

Carlton Christensen

86E38485ACBE4D0

Carlton Christensen, Chair
Board of Trustees

ATTEST:

DocuSigned by:

Shutt

8D6A0B07F3AA439

Secretary of the Authority



(Corporate Seal)

Approved As To Form:

Signed by:

Tim Merrill

EAE6B697A89D4AA

Legal Counsel

Exhibit A
(Revised Board Policy 1.2 - Ethics)



Ethics

Board of Trustees Policy No. 1.2

Application: Board of Trustees and Local Advisory Council

I. Purpose: The purpose of this policy is to set forth standards of ethical conduct for the Board of Trustees (Trustees), Officers of the Authority (as defined in UTA Bylaws Article II. Section 4. [Authority Officers]) and Local Advisory Council Members (Members). The individuals comprising the Authority's Board of Trustees, Authority Officers, and the Members of the Local Advisory Council commit themselves to observe high professional and ethical standards in order to maintain public confidence in the integrity of the Authority. ~~The purpose of this policy is to set forth standards of ethical conduct for Trustees and Members.~~

II. Definitions:

A. *"Conflict of Interest"* means a personal or economic interest, outside employment, outside interest or other circumstance or relationship that impairs the ability to discharge duties in an ethical manner consistent with the best interests of the Authority.

B. *"Ethics ~~Officer~~Committee"* means ~~the individual appointed by the Board of Trustees to act in that capacity on behalf of the Authority~~ the committee established by this policy to perform the duties of organizational ethics governance and administration defined in section III.B.

~~C. "Member" means an individual appointed to the Local Advisory Council.~~

~~D. "Relative"~~ means a father, mother, husband, wife, son, daughter, sister, brother, uncle, aunt, nephew, niece, first cousin, grandparent, and grandchild, including in-laws, step relations, and relationships through adoption, as well as individuals in a personal relationship of a romantic or intimate nature.

~~E.C. "Trustee" means an individual appointed to the Authority's Board of Trustees.~~

III. Policy:

A. Ethical Standards

1. Members, Trustees, Authority Officers, ~~the Executive Director~~, Chief Officers, and employees of the Authority will comply with applicable statutory ethical requirements, including those set forth in the Utah Public Officers' and Employees' Ethics Act.
2. Trustees, as employees of the Authority, will also comply with UTA Policy UTA.01.01 – Ethics.

B. Ethics Committee

1. The Ethics Committee will consist of the following positions:
 - a. Member of the Board of Trustees, appointed by the Chair of the Board of Trustees.

- b. Representative appointed by the Office of the Utah Attorney General with legal ethics expertise.
 - c. Director of Internal Audit, who is appointed Ethics Officer in UTA Bylaws (Article II, Section 6).
- 2. The Ethics Committee will:
 - a. Oversee the Authority Ethics Program.
 - b. Maintain strict confidentiality of all activities, conversations, reports, and actions.
 - c. Receive reports from UTA's Ethics Hotline or other ethical complaints; conduct investigations or appoint independent investigator(s); oversee investigations, and deliver final reports required in Section III.G. of this policy.
 - d. Meet annually to review and make recommendations for updates to Authority ethics policies, code of conduct certification, financial disclosure form, and updates to the ethics training program.
 - e. Perform all other duties required by this policy including oversight of conflict of interest, code of conduct, and financial disclosure activities.

B.C. Conflicts of Interest

1. Members and Trustees will ~~promptly~~ disclose any Conflicts of Interest in writing to the applicable Chair and to the Authority's Ethics ~~Officer~~Committee within ten (10) business days of identifying the Conflict of Interest.
2. The Ethics ~~Officer~~Committee will notify the appointing jurisdiction of a Member or Trustee in writing of any Conflicts of Interest disclosed or identified.
3. In the event a Member or Trustee becomes aware of a Conflict of Interest during or immediately prior to a Board of Trustees meeting or Local Advisory Council meeting, the Member or Trustee will verbally disclose the Conflict of Interest in the meeting. The disclosure will be reflected in the meeting minutes.
4. A Member or Trustee having a Conflict of Interest will recuse ~~themselves~~himself or herself from deliberations and votes related to the Conflict of Interest and leave the meeting for the duration of that issue being discussed.
5. If a Member or Trustee discloses a Conflict of Interest on an issue being considered and does not voluntarily recuse ~~themselves~~himself or herself, the Board of Trustees or Local Advisory Council, as applicable, may, by simple majority, vote to:
 - a. Determine if the Member or Trustee with the Conflict of Interest will be recused from voting on the particular issue;
 - b. Determine if the Member or Trustee with the Conflict of Interest will participate in a discussion on the particular issue;
 - c. Determine if the Member or Trustee with the Conflict of Interest will leave the meeting room during discussions on the particular issue; or
 - d. Determine other conditions or actions as appropriate.
6. A Member, ~~or Trustee's~~, a Member or Trustee's Relative, or an entity owned or affiliated with a Member or Trustee that has ownership of investment property within a 0.5 mile radius, ~~as the crow flies~~, from any FrontRunner station, TRAX station, or transit-oriented development will be considered to be a Conflict of Interest requiring disclosure. The ownership of investment property within a 0.5 mile radius of a bus stop is not considered to be a Conflict of Interest.

~~C.D.~~ _____ Nepotism

1. The Authority will not hire or conduct business with Relatives of current Trustees and Members.
2. If a Trustee or Member is appointed and has a Relative who currently works for or conducts business with the Authority, the Trustee ~~or~~ Member will disclose the relationship to their appointing authority and take steps to mitigate any Conflict of Interest following their appointment. If the Trustee or Member fails to mitigate the Conflict of Interest regarding the Relative, the Board of Trustees or the Local Advisory Council may take any of the actions described in Section ~~III.BC.(5)~~.

~~D.E.~~ Code of Conduct

1. As set forth in the Authority's Bylaws, Trustees, Members and ~~Trustees~~Authority Officers will complete and submit an Annual Certification of Code of Conduct. The Annual Certification of Code of Conduct must be completed and submitted prior to being seated and at least annually thereafter on October 31. If October 31 falls on a Saturday or Sunday, the Code of Conduct will be due on the Monday following October 31.
2. The Ethics ~~Officer~~Committee, in consultation with the ~~Director of Board Governance~~Chief of Board Strategy and Governance and Legal Counsel, will revise the Annual Certification of ~~Board Member~~ Code of Conduct, as needed.

~~E.F.~~ Financial Disclosure Report

1. As set forth in the Authority's Bylaws, Trustees, Members and ~~Trustees~~Authority Officers will complete and submit a Financial Disclosure Report. The Financial Disclosure Report must be completed and submitted prior to being seated and at least annually thereafter on October 31. If October 31 falls on a Saturday or Sunday, the Financial Disclosure Report will be due on the Monday following October 31.
2. Trustees, Members and ~~Trustees~~Authority Officers will submit a revised Financial Disclosure Report within ten (10) business days if there is a material change in the information previously disclosed in the most recently completed Financial Disclosure Report.
3. The Ethics ~~Officer and Legal Counsel~~Committee will review Financial Disclosure Reports for Conflicts of Interest. If Conflicts of Interest have been disclosed, the Ethics ~~Officer~~Committee and ~~Director of Board Governance~~Chief of Board Strategy and Governance will attempt to resolve them with the Trustee, Member or ~~Trustee~~Authority Officer. If the issue cannot be resolved, the Ethics ~~Officer~~Committee will submit the disclosure to the Chair of the Board of Trustees and the Chair of the Local Advisory Council. If the issue involves the Chair of the Board of Trustees or the Chair of the Local Advisory Council, the Ethics ~~Officer~~Committee will submit the disclosure to the Audit Committee.
4. The Ethics ~~Officer~~Committee will notify the appointing jurisdiction of a Member or Trustee in writing of any Conflicts of Interest disclosed in the Financial Disclosure Report.
5. Financial Disclosure Reports will be classified as public records under the Government Records Access and Management Act.
6. The Authority's Ethics ~~Officer~~Committee, in consultation with the ~~Director of Board Governance~~Chief of Board Strategy and Governance and Legal Counsel, will revise the Financial Disclosure Report as needed.

F.G. Ethics Complaints

1. Ethics complaints alleging violations of the Utah Public Officers' and Employees' Ethics Act against Trustees, Members, Authority Officer, the Executive Director, Chief Officers, and employees will be referred to the Political Subdivision Ethics Review Commission for resolution.
2. Ethics complaints involving Trustees, Members, an Authority Officer, the Executive Director, Chief Officers, and employees that do not allege violations of the Utah Public Officers' and Employees' Ethics Act or do not meet the requirements for a complaint under the standards of the Political Subdivision Ethics Review Commission will be investigated by the Ethics Officer Ethics Committee or an independent investigator appointed by the Ethics Officer Committee, if necessary.
 - a. The Ethics Officer Committee will submit written findings of investigations involving Trustees, Officers of the Authority, and Members to the Chair of the Board of Trustees and the Chair of the Local Advisory Council.
 - b. If the an investigation involves the Chair of the Board of Trustees or the Chair of the Local Advisory Council, the Ethics Officer Committee will submit the written findings of the investigation to the Audit Committee.
 - 2.c. The Executive Director will designate an investigator to investigate ethics Complaints against any member of the Ethics Officer Committee will be investigated by the remaining Ethics Committee members. If necessary, the Chair of the Board may appoint an individual to temporarily serve on the Ethics Committee or designate an independent investigator to investigate ethics complaints relating to any member(s) of the Ethics Committee.
3. Following the receipt of written findings of an ethics investigation from the Ethics Officer Committee or the Political Subdivision Ethics Review Commission, the Local Advisory Council or the Board of Trustees may consider the adoption of a resolution of public censure and/or a resolution recommending the removal of a Member or Trustee as determined by a majority vote at a regularly scheduled meeting. If a resolution is adopted, aA copy of the findings and the resolution, if applicable, will be forwarded to the appropriate appointing authority.

- IV. Cross References: Utah Public Transit District Act, Utah Code §17B-2a-8; Government Records Access and Management Act, Utah Code §63G-2; Utah Public Officers' and Employees' Ethics Act, Utah Code §67-16-101; Political Subdivisions Ethics Review Commission Utah Code §63A-15-103; UTA Policy UTA.01.01 - Ethics.

Approved this 21st day of December 20262

Carlton Christensen - Chair, Board of Trustees

Secretary of the Authority

Approved as to form and content:

Legal Counsel for the Authority

Revision/Review History:

Date of Local Advisory Council Consultation	Board of Trustees Approval (Resolution Number)	Action
06-12-2019	R2019-06-01 (06-19-2019)	Combined Board Policy Nos. 4.1.13 – Nepotism, 4.1.10 – Annual Certification of Board Member Code of Conduct, 2.1.9 – Financial Disclosure/Conflict of Interest, 4.4.1 – Actual and Potential Conflicts of Interest, and 4.4.7 – Ethics Review Commission into Board Policy 1.2 – Ethics.
09-07-2022	R2022-12-07 (12-21-2022)	Updated cross references and roles for key staff and counsel.
<u>N/A</u>	<u>R2026-XX-XX</u> <u>(04-XX-2026)</u>	<u>Added Authority Officers within scope of policy; replaced Ethics Officer position and duties with an Ethics Committee.</u>