I. Introduction

The CLEVELAND JEWISH PUBLICATION COMPANY (“CJPC”) is an independent community publisher that values honesty, integrity and excellence in the performance of its mission. Its mission is to provide the Jewish community of Northeast Ohio with a quality weekly newspaper which will fully present local, national and world news of Jewish interest; offer commentary, interpretation and background on events of the day, as a means of stimulating the concern and response vital to the fulfillment of our responsibilities as Americans and Jews; enrich the cultural life both of individuals and the community through the presentation of features, articles, reviews and other material of Jewish content and interest; provide a variety of forms of communication to enable members of the community to express their viewpoints on matters of Jewish interest. The CJPC is not affiliated with any one program, organization, movement, or point of view within Jewish life, but expects to give expression to all phases of that life. The CJPC is completely independent. It is committed to the progress and continuity of Jewish life and to the democratic traditions which have made our country a blessed land.

The CJPC’s primary publication, the Cleveland Jewish News, has developed a reputation for integrity, fairness and excellence. The Board and professional staff believe that they should each codify, adopt and adhere to express policies, ethics and conduct in order to maintain and enhance the integrity and ethical values of the CJPC and its publications. This Code is a statement of general standards and expectations of each Director. In addition, each director is expected to comply with all other Board policies, including other policies relating to standards of conduct and ethics.

This Code is adopted with full knowledge that it cannot be all-inclusive nor can it fully anticipate all future issues or questions. Any Director who has any questions about this Code or about the ethics of any act, conduct or behavior of any staff or Director or officer should consult the President. If you have any doubt as to whether any transaction, act, event or activity is proper, you should refrain until guidance is obtained from the President.

All Directors are expected to sign annually an acknowledgement that they have read and understand this Policy, disclosing any conflicts of interest and agreeing to comply.

Conduct contrary to this Code is outside the scope of any Director’s authority and disciplinary action will be taken to enforce it.
II. Policies

A. Ethics

Each Director shall act, operate and perform his or her responsibilities in accordance with applicable law. Each Director shall perform his or her duties in good faith in a manner the Director reasonably believes to be in or not opposed to the best interests of the Corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances and in accordance with the Regulations, ByLaws and policies of the CJPC and its Board of Directors, as in effect from time to time.

Each Director is expected to act in the best interests of the CJPC. It is in the best interests of the CJPC that each Director adheres to and acts in accordance with the highest ethical and professional standards, acts honestly and in good faith at all times, strives for excellence in the performance of his or her duties, treats everyone fairly and considerately, observes and complies with all laws and regulations governing the CJPC and its activities, and uses CJPC assets only for legitimate and ethical purposes.

CJPC respects each Director’s right to engage in activities outside of CJPC involvement, but also expects that these activities will not conflict with or reflect negatively upon the objectives or business of the CJPC.

B. Conflicts of Interest

1. All Directors must avoid any situation that they know or should know involves a conflict of interest between the CJPC and their personal interests, the interests of members of their immediate families, or the interests of their business or other organization*. Directors should not incur any financial or personal obligation which might affect or appear to affect their judgment in acting on behalf of the CJPC.

Although it is impossible to list every circumstance giving rise to a possible conflict of interest, areas of actual or potential conflict for a Director include the following, and apply to the Director, any member of his or her immediate family, and/or his or her business or organization*:

a. Outside Interests

   (i) Selling goods or services to CJPC or competing with CJPC.

   (ii) Having a material business or financial interest, or being employed, directly or indirectly, in or by a business or organization that sells goods or services to CJPC or that competes with CJPC.
(iii) Directly or indirectly competing with CJPC in the purchase or sale of real or personal property.

b. CJPC Nonpublic Information

Using or disclosing information relating to CJPC’s business to the detriment of the CJPC or the personal or financial benefit of the Director or his or her immediate family, business or organization.

c. Gifts, Entertainment or Other Favors

Accepting anything of value with the agreement, understanding or intent, explicit, implicit or tacit, that, in consideration therefore, the Director has attempted or will attempt to influence a decision by the CJPC with respect to any purchase, sale, lease or any other transaction or any editorial policy or content of any CJPC publication or media. A Director may accept unsolicited promotional items of nominal value (such as pens, writing pads or calendars) which are not intended to invite any form of reciprocation or to influence CJPC business or reporting or editorial content or functions, so long as public scrutiny of the gift would not cause CJPC any embarrassment.

2. A Director who believes that a conflict of interest as described in Paragraph B.1. above exists or may exist should first obtain the approval of the President or of the Board in accordance with Section 3.b. below.

The President should evaluate each potential conflict of interest situation to determine whether it may adversely affect CJPC’s interests or creates an appearance of improper influence. If either situation exists, the President and the Director will agree on a course of action to remove the conflict situation as soon as possible or request the Board of Directors to waive the conflict. If no problem exists or if the Board votes to waive the conflict, the President should approve the situation in writing and such written approval shall be placed in CJPC’s corporate records. The President should document the particular facts disclosed to him or her and the basis for the decision in each case.

3. No Director (or member of the immediate family of any Director*) may be employed by or may enter into a contract or other transaction with CJPC involving an amount in excess of $5,000 unless or until all of the following have occurred prior thereto:
a. The Director has made full disclosure of his or her relationship (or that of his family member) to the transaction to the President and Chairperson of any committee acting on the contract or transaction, prior to discussion or action on such contract or transaction.

b. The contract or transaction is properly authorized or approved by the favorable vote of a majority of the Directors (or a majority of the members of the Executive Committee) at a meeting (of the Board or Executive Committee, as applicable) at which the affected Director does not vote or participate in the discussions or deliberations with respect to such contract or transaction (other than to present factual information or respond to questions).

c. The affected Director is not counted in determining the existence of a quorum for purpose of voting upon the contract or transaction.

d. The minutes of the meeting at which action on the contract or transaction properly reflect the disclosure made, the vote taken and the abstention from voting and participation of the affected Director.

4. A Director who suggests to any staff member a subject for a story or reporting in the CJN shall first disclose to that staff member any personal or financial interest that the Director or any member of the Director’s immediate family or the Director’s business or organization has in the subject or possible consequences of any such story or reporting.

* For purposes of this Policy, a “member of the immediate family” of any person shall include that person’s spouse, siblings, children, grandchildren, and parents if such person is living in the same household or is a dependent for tax purposes, and a “Director’s business or organization” means any business or organization of which the Director serves as an officer, director, partner, trustee, employee, or with respect to which he or she owns 10% or more of the stock or other equity interest, legally or beneficially, directly or indirectly.

C. Corporate Assets and Records

CJPC will maintain true and correct business records in the ordinary course of its business. No Director may falsify or cause any CJPC financial statement, book or record to be false, inaccurate or misleading in any respect.

No undisclosed or unrecorded fund or asset of CJPC shall be established for any purpose. No Director shall approve or authorize or cancel any payment on behalf of CJPC with the intention, understanding or agreement that any part of such payment will be used for any purpose other than that described by the documents supporting the payment.
No CJPC funds or assets shall be used for any improper or unlawful purpose or any purpose other than the business of CJPC. No Director shall use any property or assets (e.g. office supplies) for personal use or cause or permit any CJPC asset to be used for any improper or unlawful purpose.

Any Director having information or knowledge of any unrecorded fund or asset or any act involving fraud or the falsification of CJPC records must immediately report such matter to the President.

D. Contributions and Payments

No funds or assets of CJPC may be used or expended for any political campaign, election, candidate for public office, or lobbying any governmental body or agency except with the prior approval of the Board or Executive Committee with respect to legislation or governmental rules that directly affect the business of CJPC. No Director may cause, authorize or approve the payment by or on behalf of CJPC to any government official or employee as a bribe or kickback.

E. Contracts

No officer or Director may sign any contract on behalf of the CJPC without proper authority by the Board. In general, no officer or Director other than the President, or in his or her absence, a Vice President, or the CEO has authority to sign a contract on behalf of CJPC without specific Board authority.

F. Governance – Nominating Committee

The Board’s Nominating Committee should not include any Director or other person who is at that time a candidate for election or re-election as a Director or a candidate for election to an office not then held by such person, provided that the President may appoint to the Nominating Committee a person who is a candidate for re-election as a Director if the President believes that would be in the best interests of the CJPC.

G. Privacy; Confidentiality; Non-solicitation

The personal information of each Director is private and may only be used for legitimate purposes of CJPC business. No person may use such information for any other purpose or sell or disclose the address, telephone number, email address or other information about the Board or any Director to any other person or entity without the prior written consent of such Director or the Board, except that the names of all Officers and Directors may be published in the CJN and otherwise disclosed.
H. **Confidentiality of Meetings and Proceedings.**

Unless expressly provided or permitted otherwise by the President, all information, matters, materials, deliberations and discussions of any meeting of the Board of Directors or any committee of the Board must be treated as absolutely confidential and no part of any such information may be discussed with any person except other Directors and officers and, to the extent expressly permitted, designated staff.