



# Code of Conduct – Directors, Officers and Employees

Board of Director Approval: May 17, 2018

Prior Approval: Board of Directors: May 18, 2017

Policy Officer: Bertie Gibson

A CODE OF CONDUCT FOR BANK OFFICERS, DIRECTORS, AND EMPLOYEES

Since banking entails the safekeeping of customers' money, there is no profession where honesty, integrity, and high standards of conduct are more important. Bankers have traditionally recognized that their first duty is to conduct themselves in a manner deserving of public trust and confidence. By and large we can be proud of the record of conduct passed on by previous generations of bankers, and we should each take a personal vow to conduct our activities so that we do not betray this trust.

By bank policy it is forbidden for any employee, officer, director, agent, or attorney of FVCbank (the Bank) to directly or indirectly solicit for their selves or a third party anything of value from anyone in return for any business, service, or confidential information of the Bank. Similarly, it is forbidden for a person associated with the Bank to accept anything of value from anyone in connection with the business of the Bank, either before or after a transaction is discussed or consummated. Furthermore, if any individual is offered something of value from a customer beyond what is expressly authorized in this policy statement, that individual must disclose the facts of the offer to the Chief Executive Officer (CEO), President or Chief Financial Officer (CFO) of the Bank immediately.

Employees and directors conducting banking activities at the Bank are expected to behave professionally and transact business at the highest standard. As employees and directors represent the Bank, it is expected that they will exhibit exemplary behavior while at work and when transacting personal business at the Bank.

If anything prescribed herein will cause you difficulty, you should discuss the problem with the CEO, President or CFO. Until a written waiver has been granted by the CEO, President or CFO, we expect each of our directors, officers and employees to comply with this statement of bank policy.

## **CONFIDENTIAL INFORMATION**

In the course of performing bank duties, bank employees acquire confidential information considered to be extremely sensitive by customers. This information must not be revealed to unauthorized persons, nor should customers' finances be discussed with others within the bank unless their duties require the information. Information about customers can be released only when authorized by the customer or validly subpoenaed by a court or the Internal Revenue Service (IRS), and then the information released must be accurate and within the confines of the authorizing document.

When customers use the bank as a credit reference, they are giving the bank the authority to release credit information. Banks also share credit information with each other. This sharing is done only to support credit decisions and the sharing is based on assurances that source confidentiality will be protected and that the information is accurate and not misleading. The inherent conflict between the customer's right to confidence and privacy and the need for creditors to share credit experience should be recognized. This conflict cannot be entirely resolved, but its consequences can be mitigated by exercising extreme care when exchanging credit information.

## **CONFLICTS OF INTEREST**

Confidential information about bank customers that reflects favorably or adversely on the investment value of any business enterprise is "insider" information. Insider information may not be used for personal investment advantage or provided to others for their investment advantage.

Officers and directors will not participate in the decision of any loans in which they have a financial interest and will disclose to the Regulation O officer their involvement, directly or indirectly, with any loans made by the bank. This specifically includes, but is not limited to, loans made to business trusts, business associates, or insiders of other banks with whom the officer has any form of business arrangement. If the officer will directly or indirectly benefit from the loan, the specifics of his or her involvement in the loan must be submitted in writing to the board.

A bank employee should not represent the Bank in any transaction where he or she has a material connection or a financial interest. (Examples of material connections include relatives or close personal friends — whether the transaction involves them as individuals or as principals in a firm doing business with the Bank. An example of a financial interest is an officer’s involvement as a proprietor, partner, or joint venture in a firm doing business with the Bank.)

Bank employees should avoid taking part in transactions involving any of the above circumstances. By “transactions,” we mean not only making loans, but also approving overdrafts, accepting checks on uncollected funds, waiving nonsufficient funds (NSF), overdraft, or late charges, and waiving the requirement for financial statements or collateral documents. When there is a potential conflict of interest, ask someone else in the bank to handle the transaction.

A bank employee should not accept a directorship of another corporation without the approval of bank management. Charitable and nonprofit organizations are exceptions to this general requirement; however, senior officers (senior vice presidents and executive officers) with directorships of any organization that transacts with the Bank must disclose to the Board of Directors at least annually.

## **RULES ON GIFTS, FEES, LEGACIES, LOANS, AND INVESTMENTS**

### **Receipt of Gratuities**

There are certain circumstances in which you may be offered *a gratuity or something of value* or wish to give a gratuity or some other thing of value to a person who happens to be a customer or supplier of the bank or is in some other way related to the bank. Typical examples include situations in which the other individual is a family member or the proposed gift or service properly furthers the interest of the bank by facilitating business discussions in a normal and usual fashion, such as a business luncheon. However, as a general rule, neither you nor your family may solicit or accept gifts, fees, services, or entertainment from customers, suppliers, or prospective customers. In order to guide your conduct, make sure that you are familiar with the Bank Bribery Act, 18 USC § 215. This statute is intended to prevent payment or receipt of anything of value in support of a transaction with a bank or other financial institution. Thus, where a benefit is given or received relating to a banking transaction, there is a possibility of violating the statute. A banking transaction includes not only loans but also account relationships as well as purchases of goods or services for the bank itself. In short, you may not solicit for yourself or for a third party, other than the bank itself, anything of value from anyone in return for any business, service, or confidential information of the bank nor may you accept anything of value (other bona fide salary, wages, and certain fees) from anyone in connection with the business of the bank, either before or after a transaction is discussed or consummated.

The following *material* is intended to guide your conduct:

- Employees should not accept gifts that have a value exceeding \$100.00 in the aggregate, from any one customer annually. Tangible gifts, services, or anything of value from customers, suppliers, or prospective customers shall not be solicited or accepted by any bank officer, employee, or director as a gift or condition in connection with any bank transaction. Included in this category is the receipt of weekend hunting or fishing trips, scarce or expensive tickets to athletic or theatric events, or any other benefits that serve no demonstrable business purpose. **Employees must disclose any gifts received to the Director of Human Resources as these items may need to be reported as income through ADP.**
- You may receive the normal amenities that facilitate the discussion of bank business, such as a business luncheon, from a customer, supplier, or prospective customer. However, even these should be of nominal value.

- You may receive a gift, service, or other thing of value from a bank customer, supplier, or prospective customer when that individual is a close family relative, such as a parent, child, spouse, grandparent, or grandchild, and such item relates to your relationship and not to a bank product or service.
- You may not be named as a recipient of a bequest under a customer's will or as a personal representative of a customer's estate unless the customer is a family member or the transaction has been disclosed to and approved by senior management.
- You may accept a loan from another bank or financial institution on customary terms to finance proper and usual activities, such as your own home mortgage loan, except where prohibited by law.
- You may accept advertising or promotional material of a reasonable value, such as pens, pencils, notepads, key chains, calendars, and similar items.
- You may accept discounts or rebates on merchandise or services that do not exceed those that are available to other customers.
- You may accept gifts of a reasonable value that are related to commonly recognized events or occasions, such as a promotion, new job, wedding, retirement, holiday, or birthday, provided that such gifts do not exceed \$100.00.
- You may accept civic, charitable, educational, or religious organization awards for recognition of service and accomplishment. Such awards should be within the scope of normal awards within the community.

#### **SPECIAL RULES THAT APPLY TO INVESTMENT OFFICERS**

Anyone making investments on behalf of the Bank is prohibited from taking advantage of the special circumstances associated with this duty. Specifically, an investment officer is prohibited from buying securities for his or her own account through dealers from which he or she buys securities for the bank's account. The investment officer is also prohibited from accepting gifts, entertainment, free travel, and so forth from a securities dealer or from employees who work for a securities firm. If the investment officer is ever approached with a deal that would benefit him or her personally, he or she must immediately report the circumstances to the Audit Committee Chairman and stop placing investment orders through that firm.

#### **ILLEGAL ACTIVITIES**

Employees are prohibited from accepting bribes or engaging in any illegal activity. All attempted bribes will be reported to the President immediately. The President will then take appropriate action and will keep contemporaneous written records of each case. Written records of all waivers granted to this policy statement will be also kept in the president's office, and the president's office will keep all compliance certificates on file for three years.

#### **OUTSIDE ACTIVITIES**

**ALL EMPLOYEES, OFFICERS AND DIRECTORS MUST COMPLETE A "CODE OF CONDUCT/ COMPLIANCE CERTIFICATE", 1A, 1B, or 1C, IN ADDITION TO ACKNOWLEDGING THIS POLICY.**

**OFFICERS AND DIRECTORS MUST DISCLOSE ANY INVESTMENT OR OWNERSHIP IN A CUSTOMER'S BUSINESS OR ENTITY AND REPORT ANY INVOLVEMENT IN ANOTHER ENTITY BY ALSO COMPLETING THE CODE OF CONDUCT/ COMPLIANCE CERTIFICATE 1b or 1c.**

All outside employment or participation in the affairs of an outside organization must be approved by bank management. For non-officers, approval must be by a vice president in the employee's chain of command. For officers, approval must come from the CEO/President. The Bank will be liberal in granting approvals unless there is

A potential appearance of a conflict of interest. Specific types of outside activities that raise conflict of interest questions include:

- Employment by a firm that competes with the Bank
- Preparation of any material that will be presented to the Bank by an entity seeking a loan unless the employee or director is a CPA
- Rendering of investment counsel
- Rendering of accounting services for the Bank
- Drafting of wills or practicing law, unless the employee or director is a member of the Bar.
- Use of bank equipment, supplies, or facilities
- Performance of any service that the Bank could perform

### **COMPLIANCE CERTIFICATION**

The Bank requires compliance with this policy statement.

#### Code of Conduct Policy:

Your electronic signature for this document acknowledges that you have read it, understand it and intend to comply with the Policy.