

USTA NATIONAL TENNIS CENTER INCORPORATED

Conflict of Interest and Disclosure Policy - Employees

1. General Provisions

A. Purpose.

- i. To ensure that the business of the USTA National Tennis Center Incorporated (hereinafter “USTA NTC”) is conducted effectively, objectively, and without improper influence or the appearance of improper influence. Employees must maintain high standards of honesty, integrity, and impartiality in the performance of their duties.
- ii. This Policy is designed to help Employees identify situations that present potential conflicts of interest and provide the USTA NTC with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though an Employee has or may have a conflict of interest with respect to the transaction.
- iii. It is the duty of each Employee to become familiar with, and abide by, all rules and regulations of the USTA NTC including, but not limited to this Conflict of Interest and Disclosure Policy (hereinafter “Policy”).

B. Definitions.

- i. “**Board**” refers to the Board of Directors of the USTA NTC.
- ii. “**Person**” refers to an individual, corporation, company, association, firm, partnership, society, or any other organization or institution.
- iii. “**Employee**” refers to a Person that is employed by and provides services to the USTA NTC.
- iv. “**Ethics Officer**” refers to the General Counsel and Chief Legal Officer. The Ethics Officer is available to assist and advise Employees on matters covered by this Policy.

2. Loyalty and Conflicts of Interest

A. For purposes of this Policy, the following circumstances will be deemed to create a potential Conflict of Interest:

- i. A contract or transaction between the USTA NTC and an Employee;
- ii. A contract or transaction between the USTA NTC and an entity in which an Employee has a financial interest or of which the Employee is a director, officer, employee, partner, or other representative;
- iii. An Employee competing with the USTA NTC in the rendering of services or in any other contract with a third party; and
- iv. An Employee having a financial interest in, or serving as a director, officer, employee, agent, partner or other representative of, or

consultant to, an entity or Person that competes with the USTA NTC in the provision of services or in any other contract with a third party.

B. Employees of the USTA NTC owe a duty of loyalty to the USTA NTC to fulfill conscientiously their responsibilities on behalf of the USTA NTC. Employees should disclose and, where appropriate, refrain from engaging in any activity that might conflict, or appear to conflict, with the interests of the USTA NTC, or that might result in or create the appearance of:

- i. Using one's position as an Employee at the USTA NTC for private gain;
- ii. Giving preferential treatment to any person;
- iii. Impeding the efficiency or economy of the USTA NTC's operations; or
- iv. Making decisions without impartiality.

C. Employees may not do indirectly, through family or friends, what they are precluded by this Policy from doing directly. Employees shall disclose to the Ethics Officer any activities of family or friends that may violate the provisions of this Policy.

3. General Conduct on Gambling on Tennis

No Employee shall participate in or otherwise aid or abet, directly or indirectly, any form of gambling or betting involving tennis.

4. Political Activity

Employees are prohibited by law from utilizing any USTA NTC affiliation in connection with the promotion of partisan political activities, religious matters, or from using official authority or influence to interfere with an election or affect its results.

5. Prohibited Personnel Practices

Employees may not engage in any prohibited personnel practices. Among the practices prohibited by federal law are unwelcomed advances or other unwelcomed verbal or physical conduct. Employees shall abide by the USTA NTC's policy on Harassment.

6. Use of USTA NTC Property, Funds, or Facilities

Employees have a duty to conduct themselves honestly and responsibly while employed by the USTA NTC. Employees have a duty to actively protect and conserve USTA NTC property, including equipment, supplies, and other property issued, entrusted or made available. No Employee shall use or allow others to use for non-USTA NTC purposes or for private gain, USTA NTC funds, resources, facilities or property, including but not limited to, official mail and travel privileges. All materials generated or received by an Employee within the scope of their employment are the property of the USTA NTC and may not be destroyed or removed from the USTA NTC except in accordance with established USTA NTC procedures.

7. Use of USTA NTC Information

Maximum discretion in disseminating information is expected of all Employees. Press should be referred to the USTA NTC's Public Relations Department. Other requests for nonpublic information not routinely provided should be referred to the Office of the General Counsel for the USTA NTC. No Employee shall, without written consent of the Ethics Officer, make use of or permit others to make use of any information obtained during the course of their employment that is not available to the general public for purposes of furthering a private interest or for any purpose detrimental to the USTA NTC.

8. Referrals

Employees may be called upon to recommend a provider of services, other than the USTA NTC, to persons outside the USTA NTC seeking such service. Since such a referral may be construed as an endorsement, or result in charges of personal favoritism, Employees should, unless otherwise agreed to by the Board, make clear that any referral is not endorsed by the USTA NTC.

9. Gifts and Awards

Except as provided below, Employees shall not solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value in excess of .2% of the Employees salary up to a maximum of \$400.00, from any Person who:

- has or is seeking to obtain a contractual or other business or financial relationships with the USTA NTC;
- has received, is receiving or is seeking to receive a loan or grant from the USTA NTC;
- is seeking to affect any official action of the USTA NTC; or
- has an interest which may be affected substantially by the performance or non performance of the Employee's duty.

A. Exceptions:

- gifts clearly motivated by a personal or family relationship rather than official business may be accepted;
- food and refreshments of modest value may be accepted by an Employee on infrequent occasions in the ordinary course of official business such as a luncheon or dinner meeting; or
- invitations to sports or social events that are part of normal, open and generally acceptable business practices which serve and promote the best interest of the USTA NTC.

B. Gifts from Persons engaged in USTA NTC-related activities. Except as otherwise provided above; Employees must obtain the written consent of the Ethics Officer prior to accepting any gift from a Person engaged in a USTA NTC-related activity. The Ethics Officer may in his or her discretion authorize acceptance, forbid acceptance, authorize acceptance on condition that the gift be turned over to the USTA NTC, or impose any other reasonable restrictions on an Employee's acceptance of a gift.

- C. Decorations and Awards. Employees may accept without restriction any decoration or award from any source given in recognition of meritorious public contribution or an achievement.

10. Outside Activities

- A. Employees may not engage in any outside activity that may reasonably be construed by the public as the official action of the USTA NTC without the prior consent of the Ethics Officer. In any activity which might be so construed, the use of the USTA NTC's name or of an Employee's title with the USTA NTC, requires the prior written consent of the Ethics Officer.
- B. Publication. All writings and publications that are prepared within the scope of an Employee performing his or her duties at the USTA NTC constitutes USTA NTC work product and is the property of the USTA NTC. The USTA NTC shall have all rights therein, except to the extent that the USTA NTC has agreed otherwise, in writing, prior to publication.

11. Conflict of Interest Disclosure Form

- A. Each Employee must sign and submit a Conflict of Interest Disclosure Form, certifying compliance with this Policy and other policies and procedures adopted by the USTA NTC.
- B. A Conflict of Interest Disclosure Form is to be submitted to the Human Resources Department during the first quarter of each calendar year.
- C. Ethics Training. From time to time, the USTA NTC will make available training in ethics and ethical conduct. All Employees who are required to submit a Conflict of Interest Disclosure Form shall attend such training as offered.

12. Procedures

- A. Before any action on a contract or transaction involving a potential Conflict of Interest, an Employee having a potential Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the potential Conflict of Interest to his or her supervisor.
- B. An Employee who elects not to attend a meeting at which he or she has a reason to believe action will be taken on a matter in which the Employee has a Conflict of Interest shall disclose to his or her supervisor all facts material to the Conflict of Interest.
- C. An Employee who has a Conflict of Interest shall not attempt to exert his or her personal influence with respect to the matter.
- D. An Employee shall disclose all Conflicts of Interest or any potential Conflicts of Interest to their supervisor as soon as such Conflict of Interest is known and the Employee shall thereafter refrain from any action that may affect the USTA NTC's participation in the contract or matter.

- E. If a supervisor has reasonable cause to believe that an Employee has failed to disclose an actual or possible Conflict of Interest, the supervisor shall inform the Employee of the basis for such belief and afford the Employee an opportunity to explain the alleged failure to disclose. If after hearing the Employee's response and making further investigation as warranted by the circumstances, the supervisor determines the Employee has failed to disclose an actual or possible Conflict of Interest, the supervisor shall notify the Ethics Officer in order for the Ethics Officer to take appropriate disciplinary and corrective action. The disciplinary action may take the form of admonishment, written reprimand, reassignment, suspension, removal, or such other action as deemed appropriate.

- F. The type of disciplinary action to be taken must be determined in relation to the specific violation. Those responsible for recommending and taking disciplinary action must apply judgment to each case, considering the general objectives for meeting any requirement within this Policy, deterrence of similar offenses by other Employees, and maintenance of a high standard of conduct and public confidence. No disciplinary action will be taken against an Employee who has received written approval from the Ethics Officer for the activity alleged to be in violation.