

USTA FOUNDATION INCORPORATED

Conflict of Interest and Disclosure Policy - Volunteers

1. General Provisions

A. Purpose.

- i. To ensure that the business of the USTA Foundation Incorporated (hereinafter the “USTA Foundation”) is conducted effectively, objectively, and without improper influence or the appearance of improper influence. Volunteers must maintain high standards of honesty, integrity, and impartiality in the performance of their volunteer duties.
- ii. This Policy is designed to help directors, officers, and other Volunteers identify situations that present potential conflicts of interest and provide the USTA Foundation with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a Volunteer has or may have a conflict of interest with respect to the transaction.
- iii. It is the duty of each Volunteer to become familiar with, and abide by, all rules and regulations of the USTA Foundation 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 Foundation.
- ii. “**Chief Ethics Officer**” refers to the General Counsel and Chief Legal Officer for the USTA Foundation. The Chief Ethics Officer is available to assist and advise Volunteers on matters covered by this Policy.
- iii. “**Person**” refers to an individual, corporation, company, association, firm, partnership, society, or any other organization or institution.
- iv. “**Volunteer**” refers to a Person that donates time and/or services to the USTA Foundation. A Person continues to be a Volunteer even when they are reimbursed for costs and expenses incurred in providing the volunteer time and/or services.
- v. “**Related Party**” means any entity (including but not limited to any corporation, company, association, firm, or organization) in which any Volunteer of the USTA Foundation, or any relative of an Volunteer has a thirty five percent or greater ownership or beneficial interest, or in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.
- vi. “**Related Party Transactions**” means as any transaction, agreement or other arrangement with the USTA Foundation in which a Related Party has a financial interest.
- vii. “**Relative**” of a Volunteer means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner.
- viii. “**USTA**” means the USTA family of companies, including United States Tennis Association Incorporated, USTA National Tennis Center Incorporated, USTA Player Development Incorporated, US Open Series, LLC, Cincinnati Tennis LLC, USTA Foundation, and Tennis Rendezvous LLC.

2. Conflicts of Interest and Loyalty

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 Foundation and a Volunteer or a Relative of a Volunteer;

- ii. Any Related Party Transactions in which the USTA Foundation is a participant and in which a Related Party has a financial interest;
- iii. A Volunteer competing with the USTA Foundation in the rendering of services or in any other contract with a third party; and
- iv. A Volunteer 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 Foundation in the provision of services or an any other contract with a third party.

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

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

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

3. General Conduct on Gambling on Tennis

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

4. Political Activity

Volunteers are prohibited by law from utilizing any USTA Foundation 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

Volunteers 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. Volunteers shall abide by the USTA Foundation's policy on Harassment.

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

Volunteers have a duty to conduct themselves honestly and responsibly while volunteering for the USTA Foundation. Volunteers have a duty to actively protect and conserve USTA Foundation property, including name, logo, trademarks, equipment, supplies, and other property issued, entrusted or made available. No Volunteer shall use or allow others to use for non-USTA Foundation purposes or for private gain, USTA Foundation's name, logo, trademarks, funds, staff resources, facilities or property, including but not limited to, official mail, and travel privileges. All materials generated or received by a Volunteer within the scope of providing the volunteer time and/or services are the property of the USTA Foundation and may not be destroyed or removed from the USTA Foundation in accordance with established USTA Foundation procedures.

7. Use of USTA Foundation Information

Maximum discretion in disseminating information is expected of all Volunteers. Press should be referred to the USTA Foundation'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 Foundation. No Volunteer shall, without written consent of the Chief Ethics Officer or Chair of the Foundation Audit Committee, make use of or permit others to make use of any information obtained during the course of volunteering that is not available to the general public for purposes of furthering a private interest or for any purpose detrimental to the USTA Foundation.

8. Referrals

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

9. Gifts and Awards

Except as provided below, Volunteers shall not solicit or accept, directly or indirectly, any gift, gratuity, favor, entertainment, loan, or any other thing of monetary value in excess of \$400.00, from any Person who:

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

A. Exceptions:

- gifts clearly motivated by a personal or family relationship rather than official business may be accepted; and
- food and refreshments of modest value may be accepted by a Volunteer on infrequent occasions in the ordinary course of official business such as a luncheon or dinner meeting.

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

C. Decorations and Awards. Volunteers 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. Volunteers may not engage in any outside activity that may reasonably be construed by the public as the official action of the USTA Foundation without the prior written consent of the Chief Ethics Officer or Chair of the Foundation Audit Committee. In any activity which might be so construed, the use of the USTA Foundation's name, logo, trademarks, or of a Volunteer's title with the USTA Foundation, requires the prior written consent of the Chief Ethics Officer or Chair of the Foundation Audit Committee.

B. Publication. All writings and publications that are prepared within the scope of a Volunteer providing his or her time and/or services at the USTA Foundation constitutes USTA Foundation's work product and is the property of the USTA Foundation. The USTA Foundation shall have all rights therein; except, to the extent that the USTA Foundation has agreed otherwise, in writing, prior to publication.

11. Conflict of Interest Disclosure Form

A. Each of the following Volunteers must sign and submit a Conflict of Interest Disclosure Form, certifying compliance with this Policy and other policies and procedures adopted by the USTA Foundation:

- i. All members of the Foundation Board of Directors;
 - ii. All Council Chairs;
 - iii. All Chairs; and
 - iv. All other committee members whether Standing or other.
- B. Submitting a Conflict of Interest Disclosure Form. All USTA Foundation Volunteers identified in **Section 11 A.** above will be required to sign a Conflict of Interest Disclosure Form. A Conflict of Interest Disclosure Form is to be submitted to the Chief Ethics Officer during the month of January of each calendar year.
- C. Ethics Training. From time to time, the USTA Foundation will make available training in ethics and ethical conduct. All Volunteers who are required to submit a Conflict of Interest Disclosure Form should attend such training as offered.

12. Procedures

- A. Before any action on a contract or transaction involving a potential Conflict of Interest, a Volunteer 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 the Chief Ethics Officer and the Foundation Audit Committee. Such disclosure shall be reflected in the minutes of the meeting.
- B. A Volunteer 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 Volunteer has a Conflict of Interest shall disclose to the Chair of the meeting all facts material to the Conflict of Interest and the Chair shall report the disclosure at the meeting and the disclosure will be reflected in the minutes of the meeting.
- C. A Volunteer who has a Conflict of Interest shall not participate in or be permitted to hear the Foundation Board's or Committee's deliberation on the matter except to disclose material facts and to respond to questions. Such Person shall not attempt to exert his or her personal influence over deliberations or voting with respect to the matter, either at or outside the meeting.
- D. A Volunteer who has a Conflict of Interest may not vote on the contract or matter and shall not be present at the time the vote is taken and such Volunteer's ineligibility to vote shall be noted in the meeting minutes.
- E. In all other instances where a vote is not called for, a Volunteer shall disclose a Conflict of Interest or a potential Conflict of Interest to the Board or Foundation Audit Committee as soon as such Conflict of Interest is known and the Volunteer shall thereafter refrain from any action that may affect the USTA Foundation's participation in the contract or matter.
- F. If the Board or Committee has reasonable cause to believe that a Volunteer has failed to disclose an actual or possible Conflict of Interest, it shall inform the Volunteer of the basis for such belief and afford the Volunteer an opportunity to explain the alleged failure to disclose. If after hearing the Volunteer's response and making further investigation as warranted by the circumstances, the Board or Committee determines the Volunteer has failed to disclose an actual or possible Conflict of Interest, it shall 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.
- G. 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 Volunteers, and maintenance of a high standard of conduct and public confidence. No disciplinary action will be taken against a Volunteer who has received written approval from the Chief Ethics Officer or Chair of the Foundation Audit Committee for the activity alleged to be in violation.