

UNITED STATES TENNIS ASSOCIATION INCORPORATED

Conflict of Interest and Disclosure Policy - Employees

1. General Provisions

A. Purpose.

- i. To ensure that the business of the United States Tennis Association Incorporated (hereinafter the "USTA ") 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 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 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.
- ii. **"Chief Ethics Officer"** refers to the General Counsel and Chief Legal Officer for the USTA. The Chief Ethics Officer is available to assist and advise Employees on matters covered by this Policy.
- ii. **"Employee"** refers to a Person that is employed by and provides services to the USTA.
- iv. **"Person"** refers to an individual, corporation, company, association, firm, partnership, society, or any other organization or institution.
- v. **"Related Party"** means any entity (including but not limited to any corporation, company, association, firm, or organization) in which any Employee of the USTA, or any relative of an Employee 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 in which a Related Party has a financial interest.
- vii. **"Relative"** of an Employee 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 Incorporated, 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 and an Employee or a Relative of an Employee;
 - ii. Any Related Party Transactions in which the USTA is a participant and which a Related Party has a financial interest.
 - iii. An Employee competing with the USTA 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 in the provision of services or in any other contract with a third party.
- B. Employees of the USTA owe a duty of loyalty to the USTA to fulfill conscientiously their responsibilities on behalf of the USTA. 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, or that might result in or create the appearance of:
- i. Using one's position as an Employee at the USTA for private gain;
 - ii. Giving preferential treatment to any person;
 - iii. Impeding the efficiency or economy of the USTA'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 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 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 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's policy on Harassment.

6. Use of USTA Property, Funds, or Facilities

Employees have a duty to conduct themselves honestly and responsibly while employed by the USTA. Employees have a duty to actively protect and conserve USTA property, including name, logo, trademarks, equipment, supplies, and other property issued, entrusted or made available. No Employee shall use or allow others to use for non-USTA purposes or for private gain, USTA's name, logo, trademarks, 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 and may not be destroyed or removed from the USTA except in accordance with established USTA procedures.

7. Use of USTA Information

Maximum discretion in disseminating information is expected of all Employees. Press should be referred to the USTA's Corporate Communications Department. Other requests for nonpublic information not routinely provided should be referred to the Office of the General Counsel for the USTA. No Employee shall, without written consent of the Chief 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.

8. Referrals

Employees may be called upon to recommend a provider of services, other than the USTA, to persons outside the USTA 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.

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;
- has received, is receiving or is seeking to receive a loan or grant from the USTA;
- is seeking to affect any official action of the USTA; or
- has an interest which may be affected substantially by the performance or nonperformance 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.

B. Gifts from Persons engaged in USTA-related activities. Except as otherwise provided above; Employees must obtain the written consent of the Chief Ethics Officer prior to accepting any gift from a Person engaged in a USTA-related activity. The Chief 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, 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 without the prior written consent of the Chief Ethics Officer. In any activity which might be so construed, the use of USTA's name, logo, trademarks, or of an Employee's title with the USTA, requires the prior written consent of the Chief Ethics Officer.
- B. Publication. All writings and publications that are prepared within the scope an Employee performing his or her duties at the USTA constitutes USTA's work product and is the property of the USTA. The USTA shall have all rights therein; except, to the extent that the USTA 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 ("COID"), certifying compliance with this Policy and other policies and procedures adopted by the USTA.
- B. The completed COID is to be submitted to the HR Department for review during the first quarter of each calendar year. After completing the review process by the HR Department, those COIDs containing potential conflicts shall be sent to the Chief Ethics Officer for his/her review and approval. The Chief Ethics Officer will return the COIDs back to the HR Department. The HR Department will make two copies of the COIDs for dissemination to (i) Employee's Department Director and (ii) Employee's Immediate Supervisor. Employee's Immediate Supervisor shall discuss with Employee all potential conflicts and how Employee should conduct them. COID forms completed by key employees/officers of the corporation will be reviewed by the Audit Committee of the USTA, or any other Board-directed Committee.
- C. Ethics Training. From time to time, the USTA 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, and not be present or participate in any decisions or deliberations that are related to that particular matter.
- 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'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 Chief Ethics Officer in order for the Chief 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 Chief Ethics Officer for the activity alleged to be in violation.