



# CODE OF CONDUCT

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# Welcome to the NBA Code of Conduct

**The Code is not the only document to consider and follow in your daily business activities. You are responsible for complying with all policies applicable to NBA employees. These include the policies in the Employee Handbook (such as the Respect in the Workplace Policy and the Employee Conduct Policy), the Business Expense Policy, and other Compliance policies (Gaming Rules, the Compliance Due Diligence Policy, the Use of Agents Policy, and the Contract Policy) to name just a few. These policies can be found on Home Court.**

## **The NBA Code of Conduct is a document we call “the Code.”**

The Code is not just another policy. Rather, it is the foundation upon which we continue to build our reputation. As you know, the NBA is committed to working with integrity and transparency at all times. The Code helps us understand our roles and responsibilities in fulfilling this commitment.

As NBA employees, we are expected to conduct ourselves with the highest level of integrity – which is one of the core values set forth in the NBA’s Calling. Acting with integrity is especially important in light of the NBA’s visibility and outstanding reputation. For this reason, the requirements described in this Code are often more strict than those required by law. We are all responsible for recognizing and avoiding behavior that may compromise the integrity of the NBA.

All NBA employees are held to exceptionally high standards. We need to know and follow the laws that apply to our jobs. We should speak up when we know or suspect these laws – or our Code, policies, or procedures – have been or are being violated. And we must treat everyone with whom we interact with dignity and respect. By sticking to the rules and following our values, everyone can contribute to a successful, ethical organization – one for which we all can be proud to work.

An even higher level of responsibility falls on managers and other leaders within the NBA. If you hold a management position, it is your duty to set a strong example for other employees, especially your direct reports. Lead with integrity. Foster an open-door environment where people feel comfortable and validated in discussing their concerns. And never take action against another NBA employee for making a good-faith report about a possible violation of this Code.

The Code extends to all work-related activities regardless of when, where, or how they are performed. This includes traveling on business, representing the NBA at any event or function, working from home, or working with social media. The Code also applies to any outside consultants, contractors, or vendors whose responsibilities result in their acting as the public face of, or an agent for, the NBA. Even if a consultant, contractor, or vendor does not fit this definition, they are expected to act ethically when dealing with the NBA or with others on our behalf.

Think of this Code as our ethical playbook and keep it on hand. It can help you make sound decisions in complex situations. You are expected to reference it when you have questions about a particular situation or need to clarify the NBA's stance on certain issues. And keep in mind that the Code does not simply outline the rules, policies, laws, and regulations that bind us, it also exists to help us maintain the trust and reputation for integrity we have built over time with our fans, partners, and colleagues.

**If you have any questions concerning the Code, please contact one of the NBA's Compliance Officers:**

**Rick Buchanan**  
Chief Compliance Officer

**Steph Vogel**  
Deputy Chief  
Compliance Officer

**Neal Stern**  
Deputy Compliance Officer

**Ed Whang**  
Deputy Compliance  
Officer, International

**Ella Wong**  
Deputy Compliance  
Officer, NBA China

**Stuart Orsak**  
Deputy Compliance  
Officer, NBA Asia

**Donnie Roark**  
Deputy Compliance  
Officer, NBA EMEA

**Dan Spillane**  
Deputy Compliance Officer,  
Gambling & Investigations

# A Letter from Commissioner Adam Silver

**Integrity is one of the NBA's core values** — which means we are dedicated to conducting ourselves in accordance with the highest standards of honesty, ethics, and fair dealing. Integrity is also one of our most valuable assets and protecting this asset is the job of everyone at the NBA. To that end, we have a Code of Conduct that applies to every NBA employee. Our Code of Conduct is designed to maintain the highest standards of ethical conduct, and contribute to the NBA's mission and values.

The pressure to succeed, both on an individual and organizational level, never absolves us of the responsibility to do the right thing. We are all personally accountable for helping the NBA maintain its reputation. Therefore, each of us should be a champion for integrity and should set an example for fellow employees through our words and actions. As we continue to expand the NBA's business to meet our goals and expectations, let's make certain that honesty and fair dealing are always central to how we proceed.

No single set of rules can provide explicit guidance for every situation that you will face; however, the Code of Conduct provides you with examples of everyday situations to assist in resolving potential problems and general guidance for performing your job responsibilities with integrity.

Ultimately, the NBA's reputation depends on the sound judgment and personal integrity of every NBA employee, regardless of his or her position in the organization. If you are ever in doubt as to the right course of action, consult the Code of Conduct or contact an NBA Compliance Officer. If you ever have a good faith reason to believe that a legal or ethical violation has occurred, report it immediately to an NBA Compliance Officer, your Department Head, a member of the Human Resources staff, or through the NBA's Compliance Hotline or [www.nba.ethicspoint.com](http://www.nba.ethicspoint.com). Our policies forbid any form of retaliation against you for fulfilling this obligation.


Read the Code of Conduct carefully. Only by complying with it can we achieve our goal of being the most successful and respected sports league in the world.



**Adam Silver**

Commissioner, National Basketball Association

**“EACH OF US SHOULD  
BE A CHAMPION  
FOR INTEGRITY AND  
SET AN EXAMPLE  
THROUGH OUR  
WORDS & ACTIONS.”**

The background is a solid dark blue. It features several large, white, abstract geometric shapes. A prominent feature is a thick white curved line that starts from the bottom left and arcs towards the top right. Below this, there are other white shapes, including a smaller curved line and a partial rectangular frame on the right side.

# Our Commitment To Integrity

Integrity is one of the NBA's core values and each of us is responsible for upholding it.

- **Dealing Honestly and Fairly with Others**
- **No Gambling on NBA Games**
- **Handling Tickets Properly**
- **Engaging in Political Activities**

## Dealing Honestly and Fairly with Others

The NBA is committed to operating with the highest level of integrity and maintaining an environment that inspires confidence and trust. You are therefore expected to deal honestly and fairly at all times – with your colleagues, with third parties such as business partners or potential business partners, and with the public. This means, in part, you must always:

- ✔ Communicate with accurate and complete information, and never make false, dishonest, or misleading statements, including through intentional omissions.
- ✔ Fairly and accurately convey the advantages of the NBA's products and services, and never disparage a competitor or another sports league, or their products or services, or threaten another organization or individual.
- ✔ Honor the NBA's commitments in business and use sound business judgment.
- ✔ Correct promptly anything you have said or written that appears to have been misunderstood.

## Q&A

**Q** I am preparing a presentation for a meeting with a potential marketing partner who is currently deciding whether to enter into a relationship with the NBA or another sports league. I was considering including several examples of how the other sports league mistreated certain of its prior marketing partners. Should I include this information?

**A** No. It's unnecessary and a violation of our Code to disparage the other league in order to persuade the potential marketing partner to choose the NBA. You can, of course, include relevant comparison information relating to the other sports league, such as television ratings and fan demographics.



# Q&A

**Q** I do not typically gamble, but one of my favorite teams is an underdog in an upcoming game, and I would like to place a small bet on the outcome. My position with the NBA does not afford me a lot of confidential information or anything that I would consider useful in making this kind of bet. I know that I should not personally make a bet, but can I ask my brother-in-law to place one for me? That way it cannot be traced back to the NBA.

**A** No. You cannot retain a third party to do what you yourself cannot. That applies to your friends and members of your family. In this case, directly or indirectly betting on the outcome of an NBA game violates our policy – regardless of whether you have information that would help you in placing the bet.

## No Gambling on NBA Games

### No Betting

NBA employees, including game officials, are prohibited from betting on any NBA game – including any exhibition, regular season, or playoff game – and on any game played in one of our affiliated leagues, such as the WNBA, G League, or the 2K League. There are no exceptions to this rule, even in circumstances where the game is played in a location – such as outside the United States – where betting is legal. You may not participate in anyone else’s betting activities, ask anyone to place bets on NBA games on your behalf, or encourage anyone else to bet on NBA games. You should avoid any involvement with betting on NBA games.

### No Fixing

NBA employees, including game officials, are prohibited from influencing or manipulating any NBA game so that the outcome is determined by anything other than its merits. While the most common examples are game fixing and point shaving by the participants on the floor, the rule is broader than that. It prohibits all actions intended to inappropriately manipulate a game and applies whether or not the individual is a direct participant in a game. For example, causing a player to miss the team plane so that he is unable to play in a game could violate this rule. The rule against “fixing” does not require that the efforts be successful. Even an attempt to improperly influence or manipulate an NBA game will violate this rule.

## No Tipping

“Tipping,” which involves the disclosure of confidential information to any person who does not have a legitimate need for it, is prohibited. “Confidential” information for purposes of this rule is non-public, proprietary, or other sensitive NBA or team information that could be used in connection with betting on NBA games. As an NBA employee, you must not disclose confidential information to anyone associated with gambling or to any person who you know or should know will use or provide the information in connection with betting on NBA games. To ensure that you do not violate this rule, you should not disclose confidential information to anyone unless you are certain that the person has a legitimate need for it.

## Reporting

If someone asks you to bet on any NBA game, “fix” the outcome of a game, or disclose confidential information, or you have reason to believe that a League or team employee has violated any of these rules, you must immediately report this contact to the Security Department or an NBA Compliance Officer. You can also anonymously report such information by using the NBA’s anti-gambling hotline, which is available by telephone at 877-NBA-TIPZ (877-622-8479) or online at [nba.silentwhistle.com](https://nba.silentwhistle.com).

For more information on the NBA’s gambling policy, please refer to the **Gaming Rules**, which are located on the Compliance page of Home Court.

# Q&A

**Q** I am interested in joining an NBA fantasy league that is run by a sports media website and offers a cash prize. Under NBA rules, may I participate?

**A** No. NBA employees may not participate in an NBA fantasy league that awards cash prizes or other things of value, or assist others who participate in such fantasy leagues. NBA employees can participate only in NBA fantasy leagues that do not award cash prizes or other things of value and in fantasy leagues that involve non-NBA sports (as long as those fantasy leagues are legal where they are offered).

**As an individual, you are encouraged to participate in the political process. However, you must do so on your own time and at your own expense. You should make it very clear that your views are your own – not those of the League – and never support a candidate or cause on the NBA's behalf.**

## **Handling Tickets Properly**

As part of your work, the NBA may provide for your use tickets to games or other events held in NBA arenas. If you receive such tickets, you must not sell or trade them. If you cannot use the tickets, you must return them (and should not, for example, pass them along to non-NBA employees).

## **Engaging in Political Activities**

You may not use NBA funds, facilities, assets, or personnel to contribute to or otherwise support or oppose any political party, political committee, or candidate. Lobbying of governmental officials on behalf of the NBA requires the prior approval of the Commissioner's Office.

You may contribute to a political campaign or host a fundraiser for an elected official, a candidate for public office, or a political committee, but the event cannot take place on NBA premises or while acting as a representative of the NBA. All donations and the cost of the event must be paid by you or a third party – never using NBA funds. This is true even if the NBA would be immediately reimbursed from contributions collected at the event. Finally, never pressure your fellow NBA employees or others with whom you interact in your capacity as a League employee to make political contributions to individual campaigns, political parties, or political action committees.

# Doing Business Free of Conflicts of Interest

Our business is built on the trust and confidence of fans and business partners. Therefore, when dealing with companies and individuals that are doing or wish to do business with the NBA, you must act solely in the best interests of the NBA and not in the service of any personal or other outside interests. You must also avoid any appearance of having acted to further your own interests rather than the interests of the NBA.

- **What is a Conflict of Interest?**
- **Giving and Receiving Gifts**
- **Outside Work and Business-Related Activities**
- **Ownership Rules**
- **Business Development Opportunities**

# Q&A

**Q** The NBA is considering a deal with a prospective marketing partner and I have discovered that a longtime friend is a senior executive with the company. I believe I can still properly represent the interests of the NBA during these negotiations and any resulting partnership. Is this still a conflict of interest?

**A** Yes. This is a potential conflict of interest and must be disclosed to an NBA Compliance Officer. The Compliance Group, along with your Department Head, will determine how to proceed. One outcome may be removing you from direct involvement in the negotiations or from any resulting business relationship.

## What is a Conflict of Interest?

A conflict of interest arises when an employee has competing interests or relationships that are, or could appear to be, at odds with the decisions he or she makes on behalf of the NBA. Competing interests can occur as a result of engaging in outside or other personal activities, or based on personal relationships.

As an NBA employee, you must always act solely in the best interest of the NBA. This is especially true if you are involved with selecting partners, vendors, suppliers, consultants, or other third parties.

### Conflicts of interest include:

- ✔ You have an ownership interest in an NBA vendor, sponsor, licensor, or company that produces products or supplies purchased by the NBA.
- ✔ You, or a family member or friend, receive payment or some form of personal benefit from an NBA business partner or a person or entity that wants to be an NBA business partner.
- ✔ A family member or friend owns or manages a vendor that wants to be hired by the NBA.
- ✔ Your friend asks for your help in working on a new product that he wants to pitch to the NBA.

### You Must Disclose Potential Conflicts of Interest

The NBA expects its employees to recognize and avoid activities and relationships that involve or appear to involve conflicts of interest. Even if you believe that you can act in the best interests of the NBA, the appearance of conflict can be harmful to the NBA's business and reputation. Many conflicts of interest can be cured or avoided if they are disclosed immediately. Therefore, if you are aware of a situation that may present a conflict of interest, you must promptly disclose it to an NBA Compliance Officer. Even if you learn of a possible conflict after the fact, it is important to disclose it right away.

## Giving and Receiving Gifts

Giving gifts to, or receiving gifts from, third parties can be an important aspect of everyday business. It can also give rise to a conflict of interest or suggest the appearance of something improper, even if that is not the intent. NBA employees must be very careful in giving or receiving any gift and should contact a Compliance Officer with any questions about whether a gift is appropriate.

### Giving Gifts in Dealings with Third Parties on Behalf of the NBA

Employees can give gifts when dealing with third parties on behalf of the NBA as long as the gifts are:

- ✔ Reasonable and appropriate;
- ✔ Not cash, gift cards, gift certificates (except to the NBA store), or other cash equivalent and
- ✔ Approved by your Department Head (or his or her designee) before you provide the gift. Any “significant gift” also requires prior approval from an Executive Vice President or above.

### Receiving Gifts in Dealings with Third Parties on Behalf of the NBA

Employees can receive gifts from third parties as long as the gifts are:

- ✔ Not solicited by the employee;
- ✔ Reasonable and appropriate;
- ✔ Not cash, gift cards, gift certificates (except in limited circumstances to the retail store of a partner) or other cash equivalents; and
- ✔ If an employee receives a “significant gift,” it is submitted to the Compliance Group through the **Gift Disclosure Receipt System** on the Compliance page of Home Court and approved by an NBA Compliance Officer.

**A “gift” is anything of value. Gifts can take many forms, including apparel, meals or drinks, tickets to sporting events, concerts or other entertainment events, special discounts, travel, electronics, and charitable contributions. In general, any time a recipient is not required to pay the retail or usual cost for something, it is considered a “gift.”**

**“Gift” also includes money, gift cards, other cash equivalents, rides on a private jet, or membership to a golf club. These items are never acceptable gifts to give to or receive from business associates. Keep in mind that gifts from others to members of your family or close friends are considered gifts given to you.**

# Q&A

**Q** An NBA partner I work with sent me a seasonal gift basket. I looked online, and the market value of the basket is \$200. Do I need to report it?

**A** The answer depends on the value of the gifts you have received from this partner during the past 12 months. If you frequently receive gifts from this partner and the aggregate value of these gifts exceeds \$500, that needs to be reported.

**Q** I have been offered two tickets to an upcoming NY Giants' game worth \$150 each. Am I permitted to accept these tickets?

**A** The answer depends on who is offering you the tickets. If the tickets are provided by the NFL, you can accept them and do not need to disclose their receipt to the NBA because they are not considered a "significant gift." If the tickets are from a business partner or vendor, you are required to report the tickets. A Compliance Officer will review the facts and circumstances, then tell you whether you can accept the tickets.

## What is a "Significant Gift"?

A "significant gift" is either:

- ✔ Exceeds \$250 in value; or
- ✔ When combined with other gifts from the same individual or entity received within any 12-month period, exceeds \$500 in value.

When employees are giving gifts, a significant gift does not include:

- ✔ Reasonably priced goody bags distributed at NBA events, NBA merchandise, or gift certificates to the NBA store.
- ✔ Game tickets, so long as the number and frequency of tickets provided is reasonable.
- ✔ Entertaining a business partner with a meal, so long as the entertainment is appropriate, reasonable, and only involves local travel (i.e., a car ride).

When employees are receiving gifts, a significant gift does not include:

- ✔ Your reasonable receipt of game tickets from another sports league or sports organization; or
- ✔ Circumstances in which you are entertained by a business partner, so long as the entertainment is appropriate, reasonable, and only involves local travel.

If you are offered or receive a "significant gift" from a third party, you are required to notify an NBA Compliance Officer within seven days of receiving the gift by entering information in the **Gift Disclosure Receipt System** on the Compliance page of Home Court. After the Compliance Officer reviews the facts and circumstances, he or she will tell you how to proceed. In some cases, this may involve returning the gift or donating it to charity.

## Outside Work & Business-Related Activities

Employees engaging in outside work or business-related activities can create conflicts of interest that may improperly divert attention and dedication from your NBA-related responsibilities. This is true even for outside work and activities that are not related to basketball. As a result, certain outside activities are prohibited for NBA employees and, for those that are permitted, prior approval must be obtained in accordance with the process set forth in the **NBA Policy Regarding Outside Work and Business-Related Activities**, which is available on the Compliance page of Home Court.

### Outside activities include:

- ✔ Providing work or services of any kind for pay for a person or entity other than the NBA.
- ✔ Having an employment or other similar business relationship (such as a consulting or vendor relationship) with any person or entity other than the NBA, either with or without pay.
- ✔ Creating for publication or publicly distributing external work product, including books, articles, op-ed pieces, or blogs.
- ✔ Investing in, owning, or operating any business.
- ✔ Holding an elected, appointed, or volunteer position or board membership.
- ✔ Teaching a course or speaking publicly for the NBA.

## Q&A

**Q** I am a big fan of a popular NBA player, and I would like to write a book about his life. I would not work on the book during business hours — it would be a side project that I would work on in my free time. Can I work on this book without getting prior approval?

**A** No. Authoring a book about an NBA player could easily create an actual or potential conflict of interest, even if the work you are doing on the book does not directly impact the work you do as part of your regular job responsibilities. Before doing anything, you will need approval from your manager, your Department Head, and an NBA Compliance Officer.



# Q&A

**Q** I have a 25% ownership interest in a restaurant owned by my brother. I do not work at the restaurant and have no responsibilities related to the running of the business. Do I still need to obtain approval for this ownership interest?

**A** Yes. Disclosure and approval of an ownership interest in a business venture is required under the Code, whether or not you are involved in the actual operation of the business.

**Q** I volunteer for approximately four hours each week at my local animal shelter. I am not paid for this work and I do not believe that it interferes with my work for the NBA. Can I continue this work without getting approval?

**A** Yes. Unpaid work for a charity or non-profit organization of less than 10 hours per week is one of the exceptions to the rule that employees get approval for outside activities. A longer list of exceptions is available in the NBA Policy Regarding Outside Work and Business-Related Activities.

## Prohibited outside activities include:

- ⊙ Providing work or services either with or without pay for any NBA business partner, player, agent, team executive, game official, or any entity or individual who owns, operates, or is employed by an NBA, WNBA, G League, or 2K League team.
- ⊙ Speaking at an event for pay or honoraria. An employee may accept compensation for speaking engagements only if he or she donates the entire amount to charity through NBA Cares.

Even if the outside activity is not prohibited, you must obtain approval in advance from your manager, your Department Head, and an NBA Compliance Officer using the **Outside Work or Business-Related Activity Approval Form**, which is available on the Compliance page of Home Court.

If your outside work or business-related activity is approved, you must still ensure it does not interfere with your work for the NBA. You should not perform any outside business activity during your normal working hours at the NBA. Unless otherwise approved, you should not use any NBA resources in your outside work.

## NBA resources include:

- ⊙ Property (such as office supplies);
- ⊙ IT resources (such as computer and telephone systems);
- ⊙ Facilities (such as conference rooms); and
- ⊙ Services (such as FedEx and car services).

If you anticipate any negative publicity relating to your outside work or business-related activity – whether or not it needs to be approved under the Code – notify a Compliance Officer immediately.

## Ownership Rules

Ownership interests and investments (like stocks and bonds) connected to the NBA's teams, affiliates, or business partners can create a conflict of interest. Even small ownership interests can create a serious conflict, making it even more important to understand and follow the NBA's ownership rules.

Put simply, you may not own a direct or indirect interest in any public or private enterprise:

- ✔ that owns or is actively attempting to secure any interest in an NBA, WNBA, G League, or 2K League team;
- ✔ that competes with the NBA, WNBA, G League, or 2K League (or any team thereof); or
- ✔ with which the NBA, WNBA, G League, or 2K League (or any team thereof) has – or plans to have – a business relationship, which includes licensees, marketing partners, vendors, and joint ventures.

These restrictions also apply to any parent, subsidiary, or affiliate of such an enterprise. Further, “ownership” includes ownership in your own name or on your behalf, such as through a family member.

The restriction does not apply to (a) ownership through a blind trust or mutual fund type arrangement or (b) a small ownership interest (i.e., no more than 1% of any class of securities) in a publicly traded company.

Team ownership and NBA business partners change over time, meaning employee ownership interests that previously were permitted may become prohibited. If you find that you hold an interest that is not permitted, you should immediately contact an NBA Compliance Officer, who will help you determine what steps need to be taken. For more information, please see the **List of Public Companies That Have an Ownership Interest in an NBA Team** and the **Representative List of Current NBA Business Partners** on the Compliance page of Home Court.

## Q&A

**Q** I found out that my father-in-law owns some fairly significant stock in one of the NBA's major marketing partners. I had no idea about this, and only learned about it through casual conversation. He apparently used to work for this company many years ago. Based on his history with the marketing partner, and my overall lack of involvement, can I avoid reporting this information?

**A** No. You must disclose to the NBA anything that could be a potential conflict – even if it does not directly involve you. The interests and activities in which our families and friends engage can still reflect on us. You should contact an NBA Compliance Officer.

# Q&A

**Q** I have been approached by a business associate. He has asked me to become an investor in his company, which has developed certain digital applications that it is marketing to sports leagues, including the NBA, for use during sporting events. I have told him that I cannot invest in the company because it may be doing business with the NBA. Was that correct?

**A** Yes. Since the company is attempting to sell its products to the NBA and any subsequent arrangement between the company and the NBA would provide a personal benefit to you if you invested in the company, such an investment would have created a conflict of interest that is not permitted under the Code.

## Business Development Opportunities

The NBA is always exploring business development opportunities, including ways to grow its existing businesses and to develop new sources of revenue.

If you learn of any business opportunities that the NBA might want to pursue, bring them to your Department Head's attention. Never attempt to take these opportunities for your own personal gain – doing so would create a conflict of interest. Furthermore, an employee cannot compete with the NBA in the development or implementation of a business opportunity.

# Maintaining Confidentiality & Reducing Business Risk

- **Safeguarding Confidential Information**
- **Protecting Privacy**
- **Making Public Statements**
- **Avoiding Insider Trading and Tipping**
- **Participating in Social Media Responsibly**
- **Books and Records Management**
- **Third Party Business Proposals**

**When in doubt,  
always assume  
that the information  
you work with is  
confidential.**

## **Safeguarding Confidential Information**

At the NBA, employees may have access to confidential information. You must protect confidential information and may not disclose it to co-workers or individuals outside of the NBA unless there is a business reason and you are authorized to do so.

Confidential information is any non-public information you learn about the NBA, any team, player, owner, or current or potential business partner of the NBA or a team.

### **Confidential information includes:**

- ✔ Information about business plans, marketing initiatives, or financial performance.
- ✔ Information about a new product release or a contract negotiation.
- ✔ Information about a player transaction that is not yet public or the health or condition of a player.

Employees must make every effort to safeguard confidential information, regardless of whether it is generated within the NBA or is obtained from a team, owner, or potential or actual NBA business partner. You must keep confidential information in a secure area and never post confidential information on social media. When business obligations dictate disclosing confidential information to a third party, consult with the NBA Legal Department first.

## Protecting Privacy

Personal details about your fellow employees or about teams, players, business partners, and fans is another form of confidential information. Often this information is private and should not be used for any reason other than for a legitimate business purpose.

### Private information includes:

- ✔ Employment history;
- ✔ Government-issued identification numbers;
- ✔ Contact information;
- ✔ Marital status; or
- ✔ Medical history.

You have a duty to protect this information from theft or misuse, just as you would protect your own. If your job involves the transfer, collection, or storage of this kind of personal data, make sure you keep it secure. Never share this kind of information with anyone – inside or outside of the NBA – unless you are authorized to do so and there is a legitimate business reason.

## Making Public Statements

All employees have a duty to protect and preserve the NBA's reputation. This means never making public statements about the NBA unless you are specifically authorized to do so. Any inquiries from reporters or other members of the media should be referred to the Communications Department without further response. All press releases, statements to the press, or requests for media interviews or speaking engagements must be approved in advance by the Communications Department.

# Q&A

**Q** Another NBA employee told me about the upcoming release of a new NBA basketball, which is likely to receive a lot of publicity. This information is not public knowledge yet, and I honestly cannot even confirm whether it is true. However, a friend of mine writes for a sports blog, and has asked me for information that might give him an edge. Even though I would not have been using it for personal gain, I did not tell him because it seemed like a breach of confidentiality. Did I do the right thing?

**A** You made the correct decision. Sharing non-public information with outside sources (or even internal ones who do not have a business need to know it) is against NBA policy and may be against the law, no matter what it is used for.

# Q&A

**Q** I attended a meeting with a company that manufactures clothing for the NBA. During a coffee break, a representative of the clothing manufacturer mentioned to me that his company just obtained a large new client that will result in the doubling of its business. Am I prohibited from buying stock in the clothing manufacturer or the new client?

**A** Purchasing stock in either the company or its new client at this time may be unlawful. Do not purchase the stock or repeat the information that was disclosed to you without first consulting with an NBA Compliance Officer.

## **Avoiding Insider Trading and Tipping**

Using non-public information for the purpose of insider trading or tipping is not just a violation of the NBA's policy – it also may be a violation of the law. "Insider trading" is an illegal act in which a person with access to material, non-public information buys or sells securities such as stocks or bonds on the basis of that information. Sharing material, non-public information with someone else is called "tipping" and also is illegal.

As an NBA employee, you may learn of non-public information about the NBA, our teams, our business partners, or other companies. Information is "non-public" if it has not been released to the media, included in a public filing, or otherwise made available to the public generally. Non-public information is "material" if a reasonable investor would likely consider it important in making a decision to buy or sell stocks or bonds. The best practice is to treat all non-public information about the NBA, our teams, our business partners, and other companies as "material."

You must never use or share material, non-public information to make a profit or to avoid a loss. This is particularly important in light of the fact that some teams and many of our business partners are owned by or are subsidiaries of public companies.

## Participating in Social Media Responsibly

The NBA embraces the use of social media to market and promote the League, including events, promotions, and products, and even has employees who, as part of their jobs, are dedicated to this effort. The NBA also believes that all individuals should be free to engage in social media and other online activities.

However, only certain individuals are authorized to communicate on behalf of the NBA through social media. If you are not one of those individuals, when using social media you must:

- ✔ Not disclose confidential, proprietary, or non-public information.
- ✔ Refrain from using any NBA trademarks or logos.
- ✔ Ensure that your opinions and ideas are clearly expressed as your personal thoughts, and not those of the NBA.
- ✔ Avoid untrue statements about the NBA, our competitors, or any teams, players, or fans.
- ✔ Never use social media – or any other means of communication – to harass or bully your colleagues or individuals or entities with whom the NBA conducts business.

## Q&A

**Q** I am active on a few social media sites – especially Twitter, which I update frequently from my phone. I am careful not to reveal anything that could be considered private or inappropriate. I did tweet recently about a particular player, however, and it received a lot of negative attention. In defending my position, I said a few things I regret. What should I do?

**A** You should contact an NBA Compliance Officer immediately and disclose the situation. While we are free to engage in social media on our personal time, because we are NBA employees we must be careful not to say anything or post photos or videos about the NBA's players, teams, products, or services that could tarnish the NBA's integrity or reputation. When in doubt, ask before making any sort of statement or posting photos or videos relating to the NBA or its teams or players.



## Books and Records Management

**Accurate records play a vital role in maintaining the NBA's high ethical standards.**

Any NBA transaction that is recorded must be done so in an accurate, complete, and timely manner. When creating NBA records, never make any false or misleading entries. Never understate, overstate, fabricate, or otherwise falsify any report of sales or expenses. The same applies to any document used to support those reports. In addition, you are expected to comply with the **NBA Business Expense Policy**, which can be found on Home Court.

If you may be in possession of documents or information relevant to an investigation, governmental inquiry, or lawsuit involving the NBA, you will be notified by the Legal Department that you are subject to a "Litigation Hold." Once you receive this notice, you must retain categories of specified documents, including emails and other electronic documents, and not dispose of or alter any of these items – even if their deletion is otherwise required by another NBA policy.

## Third Party Business Proposals

Any time a third party makes a proposal that includes a “new” product, technology, program, service, idea, or concept, discuss it with a member of the Legal Department before taking action. This rule applies regardless of whether the proposal comes from a current or prospective business partner, and whether it is solicited or unsolicited. The Legal Department will determine whether the NBA needs to put an agreement in place to protect the League’s interests.

A product, technology, program, service, idea, or concept is “new” if it includes something that the NBA has not previously used or allowed others to use, and is not something that other sports leagues and sports marketing organizations have previously used. Examples include a new statistical category to track player performance, a new type of “grass roots” program, or a new concept for an NBA-themed program.

If you receive an unsolicited proposal from a third party that seeks to do business with the NBA, immediately forward that proposal to a member of the Legal Department.

Finally, you may not sign any document tendered by a third party, including those concerning confidentiality, nondisclosure, or the use of proprietary information, without first receiving approval from a member of the Legal Department. Agreements that are intended to bind the NBA must be approved by the Legal Department, and then executed by an authorized signatory (an “Authorized Signer”).

For more information, please refer to the **Contract Policy**, which is located on the Compliance page of Home Court.

## Q&A

**Q** In a recent meeting, a business partner mentioned a mobile product it is developing that the NBA might be interested in pursuing. The product is not currently part of the mobile marketplace and I am not aware of any other company or sports league that is developing a similar product. The business partner suggested that we schedule a meeting next week to discuss it. Should I schedule the meeting?

**A** No. First you should discuss the issue with a member of the Legal Department, who will determine whether an agreement with the business partner is required to protect the NBA’s interests before the meeting goes forward. You should also raise the issue with your Department Head.

# Compliance With The Law

All employees must comply with the law at all times. If you ever have questions about the governing laws, contact a Compliance Officer or the Legal Department before you act.

- **Prohibition on Bribery**
- **Dealings with Governments**
- **Intellectual Property**
- **Competition and Antitrust Laws**
- **Dealing with Labor Unions**
- **International Trade Restrictions**

## Prohibition on Bribery

Countries around the world have laws that prohibit bribery. A “bribe” is giving or offering to give anything of value to influence or in exchange for a discretionary business advantage. Bribery is improper under all circumstances, violates our Code, and is illegal. NBA employees, agents, and representatives may never give, offer, or accept anything of value that is intended or could appear to be a bribe.

## Dealings with Governments

Relationships and business dealings with governments, government officials, and government-owned entities are particularly sensitive and are carefully regulated by a variety of laws worldwide.

For example, under the U.S. Foreign Corrupt Practices Act, it is illegal for any NBA employee, agent, consultant, or other representative acting on the NBA’s behalf to offer, promise, or authorize giving anything of value to a foreign government official, a foreign political party, or a candidate for foreign political office, if doing so could be reasonably understood to be an effort to obtain or retain business for the NBA, or government actions or approvals.

### “Anything of value” means:

- ☑ Any type of gift or entertainment, including sports tickets, dinners, drinks, or apparel.
- ☑ An offer of employment or work experience, whether paid or unpaid.
- ☑ Charitable contributions.

# Q&A

**Q** My department just signed an agreement with a television network in Asia that is controlled by the government in the country in which it is located. As part of the closing, we would like to give the CEO of the network a basketball autographed by the members of one of the teams that participated in last year’s Global Games. If I request approval of this gift through the GEMA system, will the gift be approved by the Compliance Group?

**A** No. Even if this gift is approved by your Department Head, this autographed game ball is not of nominal value and, therefore, is not proper to give under the Code.

# Q&A

**Q** My department is meeting with a sports federation in Europe. To celebrate, we would like to take the head of the federation out for dinner. Do I need approval?

**A** Yes. All gifts and entertainment paid for by the NBA and given to individuals associated with a sports federation require pre-approval. You must enter the request into the GEMA system and cannot pay for the dinner until a member of the Compliance Group approves it.

## A “government official” means:

- ☑ Any employee or official of a government-owned or government-controlled business, such as a government-controlled sports federation or ministry, a government-owned television network, or a government-controlled airline.
- ☑ Members of a political party.
- ☑ A candidate for political office.
- ☑ An employee or official of certain public international organizations, such as the United Nations, the International Monetary Fund, the International Committee of the Red Cross, and the World Trade Organization.

NBA employees cannot under any circumstances provide anything of value, directly or indirectly, to any foreign official, political party, or candidate without prior approval from an NBA Compliance Officer. Employees must request pre-approval through the **Gift, Entertainment & Meal Approval (GEMA) system** located on the Compliance page of Home Court.

## To be approved, the benefit must:

- ☑ Be of nominal value;
- ☑ Not be part of an effort to influence any act or decision by the government official; and
- ☑ Either promote the NBA’s products or services, or be required to be provided under the terms of an agreement.

Also keep in mind that U.S. government officials (and some foreign government officials) are required to comply with various federal, state, and local ethics laws, which may prevent them from accepting a gift of any value, regardless of whether it is approved by the NBA.

## Intellectual Property

“Intellectual property” is a term used to describe intangible assets like copyrights, trademarks, trade secrets, and patents. A substantial part of the NBA’s business involves the licensing and other uses of NBA intellectual property. Many licensees and sponsors of the NBA use their own trademarks and copyrighted materials in conjunction with NBA trademarks and copyrights. This makes it even more important to ensure that the intellectual property rights of the NBA’s licensees, sponsors, and others are not infringed.

As in all areas of our business conduct, integrity is important when dealing with intellectual property. As an NBA employee, you may not use, copy, or reproduce a copyrighted work without first ensuring that you have permission from the copyright holder, or make use of another’s trademark without authorization. Doing so may be illegal – which could subject the NBA and those involved to civil or criminal liability.

**Examples of NBA intellectual property are NBA, WNBA, G League, 2K League (and team) logos, names, slogans, uniform designs, team colors, video programming, publications, game action photos, footage, audio recordings, and NBA.com content.**

# Q&A

**Q** At a recent meeting with business representatives of various professional sports leagues, an employee of another league suggested that all of the leagues collect salary information for certain key team employees, such as team presidents, general managers, and chief marketing officers, and share that information to ensure that none of the leagues is overpaying or underpaying these individuals. What should I do?

**A** You should discuss the issue with a member of the Legal Department. It would be improper for the leagues to agree to set salary amounts for those positions. The Legal Department will work with you to determine how to proceed.

## Competition and Antitrust Laws

Governments worldwide have laws to ensure that the market for goods and services operates competitively and efficiently. These are known as “competition” or “antitrust” laws. The NBA is committed to complying with these laws and fostering free competition. Violators can face substantial civil liability, and also may be prosecuted for criminal acts. Even the appearance of improper agreements or conduct can harm the NBA’s reputation and risk legal action.

### Anticompetitive activities include agreements among competitors to:

- ⊕ Raise, fix, or otherwise control prices;
- ⊕ Allocate products, markets, or territories;
- ⊕ Influence bids in a competitive bidding process;
- ⊕ Boycott certain customers or suppliers;
- ⊕ Refrain from the sale or marketing of, or to limit the supply of, products or services; and
- ⊕ Affect the resale prices of products or services.

Participating in trade associations and having informal contact with the NBA’s competitors can be useful. You may have legitimate business reasons to be involved in these situations, but be cautious. In some circumstances, it may be improper or even unlawful to discuss certain topics with competitors, including other sports leagues. Always avoid talking about the price of the NBA’s — or any competitor’s — products or services, and the NBA’s plans, marketing strategies, or other non-public information. If these subjects come up in conversation with a competitor, and you are unsure whether it would be appropriate to discuss, err on the side of caution and end the discussion.

## Dealing with Labor Unions

The NBA deals with a number of labor unions in our business, including:

- ✔ The National Basketball Players Association;
- ✔ The National Basketball Referees Association;
- ✔ The Women's National Basketball Players Association; and
- ✔ The National Association of Broadcast Employees and Technicians.

Even if otherwise permitted under the NBA Gift Policy, there are specific rules that govern the exchange of things of value when dealing with a labor union. With certain limited exceptions, you may not give or receive anything of value to or from any labor union (or any officer or employee of any union). Examples include, tickets to entertainment events, golf outings, and personal gifts.

This prohibition does not apply to the occasional and reasonable provision of NBA game tickets or meals in connection with union business (such as a meeting with players or referees) or business dealings between a union and an NBA entity, which are tracked internally under the **NBA Business Expense Policy** and may be required to be reported to the federal government.

In addition, the NBA complies with all applicable labor and employment laws. The NBA and its employees may not interfere with or retaliate against others who exercise their rights under those laws.

## Q&A

**Q** I have recently been in contact with a labor union with which the NBA commonly deals. Our conversations have been strained. In an effort to improve relations, I have sent over two tickets to a limited engagement Broadway show. I know we do not normally do this, but making an exception here would diffuse the situation. Is this okay?

**A** No, it is not. Providing these tickets may create the appearance of bias or improper practices, and could violate the law. Keep in mind that you are required to adhere to special rules about the exchange of gifts when dealing with labor unions. Accordingly, an NBA Compliance Officer must be consulted before this type of decision is made.



**The NBA, its licensees, and its suppliers are required to comply fully with all sanctions, trade embargo, and anti-boycott programs. That means all NBA employees need to be alert whenever business transactions or activities could involve countries, companies, or individuals that are subject to these laws.**

## International Trade Restrictions

As a matter of national security, the United States, the European Union, the United Nations, and others may from time to time enact certain economic sanctions and trade embargoes, or may pass laws related to international boycotts. These rules limit, prohibit, or otherwise regulate where and with whom companies – including the NBA – can do business. Violations of these rules are severe, including fines and imprisonment for involved employees, and the NBA could be prohibited from further participation in certain types of business dealings.

A list of the countries subject to sanctions is available on the Compliance page of Home Court. If you have questions about whether a business transaction or activity complies with all applicable sanctions, trade restrictions, and laws – including whether a certain individual or country has been sanctioned or embargoed by the U.S. government – contact an NBA Compliance Officer immediately.

If you discover that an NBA licensee or supplier is doing business with such a country or individual, report it to an NBA Compliance Officer.

# Conduct In The Workplace

- Building a Respectful Team
- Fostering a Safe, Healthy Place to Work

**For more information about the NBA's prohibitions against discrimination and harassment, and the procedure for reporting a complaint about such behavior, please refer to the Respect in the Workplace Policy.**

**For more information about the conduct expected of NBA employees, please refer to the Employee Conduct Policy and Substance Abuse Policy.**

**For more information concerning employee safety, please refer to the Workplace Security Policy and Safety Procedures Policy.**

**All of these policies are available in the Employee Handbook on the HR Central page of Home Court.**

## **Building a Respectful Team**

The NBA is committed to a work environment in which all individuals are treated with respect and dignity. Everyone shares the right to work in a professional atmosphere that promotes equal opportunities and does not tolerate discrimination. Discrimination or harassment — whether based on race, color, religion, sex, gender, national origin, age, disability, sexual orientation, maternity/paternity, or any other status or characteristic protected by law — is never tolerated. Bullying your colleagues or individuals with whom the NBA does business is also prohibited. This is true regardless of whether it occurs at the office or at outside NBA events. It also applies whether the behavior comes from a fellow employee, a vendor working with the NBA, or an NBA business partner.

## **Fostering a Safe, Healthy Place to Work**

Just as you deserve to be respected at your job, you also deserve to be safe and secure while doing it. Drug and alcohol abuse can be a serious safety problem. It puts you, your fellow employees, and others around you at risk. Therefore, the NBA strives for a drug-free workplace for all. You must not use, possess, or distribute any illegal or controlled substances at an NBA facility or while conducting NBA business. Never try to do your job while under the influence of alcohol — this compromises the quality of your work, and could threaten the safety of the entire workplace. Alcohol may be consumed at appropriate times, such as business receptions with NBA partners, but only in moderation.

As part of a respectful team, you are also expected to settle your differences professionally. You may not always like a particular outcome, but that is never an excuse to react with disrespect or violence — which is never permitted in any NBA facility or when used against any of your fellow employees, business partners, or fans. Violence, threats of violence, and other acts of aggression or intimidation must be reported immediately to the Security Department. If you find yourself in a situation where you or others are in imminent danger, contact law enforcement authorities before reporting the situation internally.

# How To Seek Advice & Help

- **Asking Questions and Making Reports**
- **The NBA's Non-Retaliation Commitment**
- **What Happens After Making a Report?**
- **Consequences of Misconduct**

**There are several ways to ask questions or to report known or suspected violations. Your concerns always will be taken seriously. Therefore, if you know or suspect a violation, please reach out to:**

- ☑ **An NBA Compliance Officer;**
- ☑ **Your Department Head;**
- ☑ **Any of the Human Resources Generalists; or**
- ☑ **The Compliance Hotline ([www.nba.ethicspoint.com](http://www.nba.ethicspoint.com), 855-NBA(622)-6500, or any local hotline telephone number listed on the Compliance page of Home Court).**

**When a possible violation of the Code is reported to a Department Head or a member of the Human Resources Department, that individual is required to report the matter immediately to an NBA Compliance Officer.**

## **Asking Questions and Making Reports**

Each day, the NBA strives to be the best organization it can be. But we cannot grow and improve if our employees do not address their ethical concerns. It is important that all employees feel empowered to speak up about suspected violations of the law or NBA policy, whether by a fellow employee or anyone else working with or on behalf of the NBA. Such reports will always be taken seriously.

## **The NBA's Non-Retaliation Commitment**

You should not be afraid to speak up about misconduct. We are relying on each employee to do so, and we go to great lengths to foster a safe, comfortable environment for employees to make reports. Therefore, we strictly prohibit retaliation or intimidation against any individual who, in good faith, reports a potential violation of our Code. The same is true of anyone who honestly participates in an investigation of such a report.

As long as the report is made in good faith — meaning you believe it to be truthful and complete — you are safe from negative consequences as a result of that report, even if an investigation finds that misconduct did not occur. While good-faith reports are always protected, any individual who knowingly makes a false report or provides false information during an investigation will be subject to appropriate disciplinary action, up to and including termination.

## What Happens After Making a Report?

All reports of suspected violations – of this Code, NBA policy, or the law – are investigated promptly and appropriately. The NBA makes every effort to protect individual privacy and confidentiality throughout the process, in accordance with the need to conduct a thorough investigation and take appropriate action, and with any legal requirements that may apply. If you are asked to participate in an investigation, you will be expected to cooperate fully and answer all questions truthfully. If you are involved in an investigation, please keep in mind that NBA Compliance Officers and those assisting them are obligated to act in the best interests of the NBA.

## Consequences of Misconduct

The NBA will take prompt and appropriate action to address misconduct. Depending on the violation, action may include additional training and monitoring, or discipline. Disciplinary action can range from a verbal or written warning, to reassignment, temporary suspension without pay, or even termination. The NBA may also be required to contact regulatory or law enforcement entities, and civil and/or criminal penalties could result from certain Code violations.

The best way to avoid these consequences is simply by doing the right thing. Everyone makes mistakes from time to time, but speaking up promptly can help avoid more serious problems down the road. By reporting your honest concerns early, you may be able to help prevent issues from getting worse and, perhaps, help a colleague avoid further trouble.

# Q&A

**Q** I am concerned that another member of my department may have accepted expensive gifts in exchange for placing business with a new vendor. Although I do not have direct proof that the employee's conduct violated the Code, I am aware that he received several gifts from the vendor in the time period when the business relationship was established. Should I report this issue?

**A** Yes. This issue should be reported to your Department Head, an NBA Compliance Officer, or a Human Resources Generalist. If you do not feel comfortable coming forward directly about the issue, you can report it anonymously through the NBA Compliance Hotline.

