

San Diego Opera Association

Code of Conduct

The San Diego Opera Association (the "Association") insists that its directors, officers, advisory board members and staff uphold the highest standards of ethical and professional behavior, including:

- Prohibiting conflicts of interest (including protecting corporate opportunities);
- Protecting the Association's confidential and proprietary information and that of its customers and vendors;
- Adhering to the Association's policies and procedures;
- Protecting and properly using Association assets;
- Complying with laws, rules and regulations; and
- Encouraging the reporting of any unlawful or unethical behavior.

Conflicts of Interest

The Association's directors, officers, advisory board members and staff should be free of any conflicting responsibilities or interests. Accordingly, the Association's directors, officers, advisory board members and staff shall:

- Avoid any actual conflict of interest;
- Avoid the appearance of any conflict of interest;
- Disclose any actual or potential conflict of interest to the General Director, the President of the Board, or a member of the Executive Committee of the Board.

Examples of conflicts of interest include:

- Using influence over the Association to 'do business' with a Board member, a Board member's firm or family member.
- Using information from the Association to benefit another organization or person, such as donor lists, sales and marketing strategies, etc.
- Using the Association's time and resources or goodwill for purposes other than purposes benefiting the Association.
- Receiving gifts from third parties dealing with or seeking to deal with the Association.

The remedies to potential conflicts include disclosure and abstention.

Confidentiality and Proprietary Information

The effectiveness of the Association depends in part on the ability of the Association's directors, officers, advisory board members and staff to engage in candid discussions about the Association's plans, decisions, business, personnel, legal matters and concerns without placing the Association at risk that this information will be disclosed to external parties and/or other competing organizations.

Accordingly, the Association's directors, officers, advisory board members and staff shall:

- Keep the content of all San Diego Opera Board discussions and materials provided for decisions at meetings confidential.

- Avoid discussing the topics or content of Board meetings to parties external to the Board.
- Avoid discussing the topics or content of Board meetings with non-Board members or organizations.
- Guard written materials, membership lists, concepts, event themes, marketing and fundraising strategies, awards and donor benefits programs as proprietary, not to be shared with other organizations or copied for the benefit of other organizations.

Adherence to Policy & Procedure

The Association's directors, officers, advisory board members and staff have a duty to ensure that the Association operates to further its mission in compliance with the policies and procedures adopted by the Association's Board of Directors. The Association's directors, officers, advisory board members and staff must ensure that their behavior, decisions and actions are in the best interests of the Association and at all times according to the Association's policies and procedures.

Protection and Proper Use of Company Assets

The Association's directors, officers, advisory board members and staff should endeavor to protect the Association's assets and ensure their proper use.

The Association's assets, both tangible and intangible, are to be used only for legitimate business purposes of the Association and only by authorized directors, officers, advisory board members and staff. Intangible assets include intellectual property such as trade secrets, trademarks and copyrights, business, marketing and service plans, ideas, designs, databases, Association records, salary information, and any unpublished financial data and reports. Unauthorized alteration, destruction, use, disclosure or distribution of the Association's assets violates Association policy and this Code of Conduct. Theft or waste of, or carelessness in using, these assets have a direct adverse impact on the Association's operations and profitability and will not be tolerated.

The Association provides computers, voice mail, electronic mail (e-mail), and Internet access to certain directors, officers and staff for the purpose of achieving the Association's business objectives. As a result, the Association has the right to access, reprint, publish, or retain any information created, sent or contained in any of the Association's computers or e-mail systems of any Association machine. Staff may not use e-mail, the Internet or voice mail for any illegal purpose or in any manner that is contrary to the Association's policies or the standards embodied in this Code.

Compliance with Laws and Regulations

The Association seeks to comply with both the letter and spirit of all federal, state and local laws and regulations that apply to the Association. The Association's directors, officers, advisory board members and staff are to comply with all applicable laws, rules and regulations in performing their duties for the Association. Numerous federal, state and local laws and regulations define and establish obligations with which the Association, its staff and agents must comply.

The federal, state and local laws which govern lobbying for nonprofits are complex. In order to stay safely and clearly within permitted lobbying activities, the Association's directors, officers, advisory board members and staff shall:

- If requested by the San Diego Opera to engage in direct lobbying (telephone, email, write letters or meet with a legislator to influence them on a specific bill or legislative proposal), do so without creating any expense for the San Diego Opera.

- Understand and comply with the law that a 501(c)(3) Association cannot endorse, oppose, contribute to, work for, coordinate with or support in any way a candidate for public office. Staff, directors and officers and volunteers may support and participate in a political campaign on their own time, with their own money and from their own location.
- Not publish nor distribute statements by candidates on behalf of the San Diego Opera.
- Recognize that if the membership list of the San Diego Opera is sold or rented to a candidate, all candidates must be given the opportunity for the same access. Note that giving or lending a list to a candidate is in effect making an illegal campaign contribution.
- Be aware that public officials, as well as others in a fiduciary capacity, may not receive benefits for monies contributed by a government entity or Trust.

Reporting Violations of Company Policies and Receipt of Complaints

The Association's directors, officers, advisory board members and staff should report any violation or suspected violation of this Code to the General Director, the President of the Board, or a member of the Executive Committee of the Board.

It is the Association's policy that there be no intentional retaliation against any person who provides truthful information to an Association or law enforcement official concerning a possible violation of any law, regulation or Association policy, including this Code. Persons who retaliate may be subject to civil, criminal and administrative penalties, as well as disciplinary action, up to and including termination of employment.

Acknowledgment and Disclosure Statement Forms

Each of the Association's directors, officers, advisory board members and staff are required to read this Code of Conduct and complete the attached Acknowledgment and Disclosure Statement Forms.

By signing the Acknowledgment Form, an individual acknowledges their responsibility with regard to the Association's standard of business ethics and agrees to comply with the terms of the Code of Conduct.

Each of the Association's directors, officers, advisory board members and staff are required to immediately update their Disclosure Statement Form if at any time during their service to the Association there occurs an event, change or development that would require a disclosure on the Disclosure Statement that is different from or in addition to the disclosure the individual made in the latest Disclosure Statement Form signed by the individual and provided to the Association.

CODE OF CONDUCT ACKNOWLEDGMENT

I have read and understand the San Diego Opera Association's Code of Conduct. I agree to obey and enforce all such business ethics guidelines and policies as defined in the Code of Conduct. I understand that it is my responsibility to get clarification on any information for which I require clarification.

Your Name (printed)

Your Signature

Date

CODE OF CONDUCT DISCLOSURE STATEMENT

PLEASE ANSWER EACH QUESTION. If the question is inapplicable or the answer is "No," please so indicate. To the extent necessary, please attach an additional sheet of paper to complete your answers. Your answers to these questions will remain confidential.

1. Do you or any member of your immediately family provide services or supplies directly to the San Diego Opera Association or own, receive compensation from or have any relationship with an entity that provides services or supplies to the San Diego Opera Association?

2. Are you an officer, director, employee or staff member of any other organization or entity?

3. Please disclose any elected or appointed public office you are seeking or currently hold.

Acknowledgment: By signing below, you certify and represent that they have carefully read and considered the foregoing questions and have answered each question truthfully and fully to the best of your ability.

Your Name (printed)

Your Signature

Date