

I understand that as a member of the Board of Directors of See Monterey, I have a legal and ethical responsibility to ensure the organization does the best work possible in pursuit of its mission. I believe in the Vision and Mission of the organization and I will act responsibly and prudently as its steward.

I will attend a minimum of 75% of board meetings and actively participate in and attend council meetings and special study sessions as an advocate of See Monterey

I will fulfill my stewardship responsibilities in accordance with See Monterey By-Laws and policies.

As to the manner of governance, I am committed to and understand the Board of Directors' Governing Style as described below.

GOVERNANCE COMMITMENT

The purpose of the Board, on behalf of persons served and funders, is to ensure that See Monterey:

- Sets appropriate organizational goals and objectives
- Sets appropriate organizational policies on finances, direct service, personnel and community relations
- Plans for long term health and growth of the organization
- Keeps an appropriate balance among the interests of the stakeholders, team, clients and public
- Ensures that directors, officers and team members of the organization act in accordance with established ethical and professional standards.

GOVERNING STYLE

The Board will govern lawfully with an emphasis on:

- Outward vision
- Encouragement of diversity of viewpoint
- Strategic leadership
- Clear distinction of board and executive roles
- Collectively decide the future
- Proactive conduct

GROUP RESPONSIBILITY

The Board will cultivate a sense of group responsibility by ensuring all members are invited to participate in discussions, decisions and activities, and be responsible for excellence in governing. The Board will be the initiator of policy. The Board may use expertise of individual members to enhance discussion and decision matters but will avoid substituting individual judgments for the board's values.

FOCUS ON MISSION

The Board will direct, control and inspire the organization through careful establishment of broad written policies reflecting the Board's values and perspectives about the ends to be achieved and means to be avoided. The Board's policy focus will be on the intended long-term effects outside the organization. The President and CEO will be responsible for administrative or programmatic means of attaining those effects.

BOARD OF DIRECTORS AGREEMENT



PUBLIC STANDING

The Board is the organization's primary link to the community. Clearly articulating the organization's mission, accomplishments and goals to the public, as well as garnering support from members of the community, are important elements of Board responsibility.

GOVERNANCE EXCELLENCE

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, policy-making principles, respect of roles, and ensuring continuance of governance capability. The Board will observe its governance process policies scrupulously. The Board can change its governance process policies upon careful consideration.

CONTINUAL DEVELOPMENT

Continual Board development will include orientation of new board members in the Board's governance process and periodic discussion of process improvement.

FULFILLING COMMITMENTS

The Board will not allow the Chair, any director, or any committee of the Board to hinder the fulfillment of its commitments or to be an excuse for not fulfilling those commitments. Each board member shall make every attempt to attend all Board and Committee meetings.

SELF MONITORING

The Board will periodically monitor and discuss the Board's process and performance.

Furthermore, in order to familiarize myself with my stewardship responsibilities, I have also read and agree to uphold the See Monterey Board of Director's Code of Conduct and all policies contained within the Orientation materials.

To assist me in fulfilling my stewardship responsibilities as a member of the Board of Directors of See Monterey, the organization shall provide me with regular Board information, training and guidance, and prudent protections of organizational risk, including Director's and Officer's Insurance coverage, in accordance with policies.

Board Member Name

Signed

Date

SEE
MONTEREY

**Board of Directors
Code of Conduct**

To: Board Members

See Monterey is a 501 c 6 not-for-profit California Corporation. We must maintain the highest standards of conduct as we are scrutinized by the community, governments, other organizations, and ourselves. As we perform our jobs, we have the responsibility to preserve and enhance our reputation. It is expected that we will conduct ourselves with the highest standards of ethics.

As members of See Monterey, we must understand and enforce the laws associated with government rules and regulations, along with the policies and procedures as provided by the Board. As a guideline, this Code of Conduct was established and will be distributed to all associates of See Monterey to read and understand. It defines the principles associated with ethical business practices.

This document explains some of the most important principles. It does not cover every possible situation or question that our Board, member, committee member, staff, and contractors may experience. It is meant as a guideline to assist with the most common situations. The principles contained herein are critically important to all of us. These are the same standards upon which our reputation was established. Situations that you may experience, not covered within this Code of Conduct, should be brought to the attention of the Executive Committee for review and direction.

Please join us by renewing your commitment to these ethical business and non-profit standards and keeping them at the center of everything we do.

Sincerely,

Executive Committee
See Monterey Board of Directors

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Introduction

See Monterey has adopted this Code of Conduct for the See Monterey board members. Its purpose is to maintain the highest lawful, moral and ethical standards when performing functions associated with See Monterey. The Code establishes See Monterey rules and standards of ethical behavior.

You are expected to be familiar with the See Monterey Code of Conduct and abide by all the policies and procedures. As an associate of the See Monterey, you are expected to use good judgment and to act with honesty and good faith.

It is See Monterey policy to:

- Comply with all laws that apply to non-profits;
- Prevent unethical or unlawful behavior as soon as reasonably possible after it is discovered;
- Administer appropriate action to those who violate the law or See Monterey's policies, including individuals who:
 - Should have but didn't detect a violation;
 - Were aware of a violation and didn't report it;
 - Reported a violation, but don't cooperate in the investigation and; or
 - Change policies and procedures as necessary to prevent a repeat violation.

See Monterey is committed to creating an environment that makes it easy for you to seek and receive prompt guidance before doing anything that may lead to violating the Code or making bad decisions, particularly if you're unsure about the appropriate action to take. It is also a resource for you if you have questions or concerns about an ethics or compliance matter.

Values

See Monterey values guide us in our strategic decision-making and our day-to-day interactions with fellow members, vendors, suppliers and sponsors. Our guiding values are the key to making our organization thrive:

Accountability: We will be responsible for our results, actions and words.

Integrity: We will at all times be trustworthy, honest and do what we say we are going to do.

Leadership: We will define our vision and advocate for it allowing our guests and members to benefit from our destination marketing and sales efforts.

Passionate: We will create success using passion about our profession and achieving results.

Strategic: Our plans will be an efficient and clearly defined road map to achieve the targeted goals of the organization.

Inclusive: We will continue to be an organization of individuals diverse in our characteristics and experiences and collectively inspired by our common purpose.

Diversity, Equity and Inclusion Commitment

See Monterey is committed to ensuring that all members of the organization feel welcome and have an equal opportunity to connect, belong, and grow.

Operating Principles

We are responsible stewards of our stakeholder's contributions.

We approach relationships with a spirit of partnership and collaboration.

We are committed to the pursuit of excellence.

We respect and value our Bureau members, volunteers, team member and contractors.

Ethics

See Monterey obeys all laws that apply to not-for-profits. Sometimes we cannot rely solely on laws to help us determine right and wrong. Laws do not cover some situations, and sometimes laws will permit actions that don't promote the level of honesty, integrity, or fairness that See Monterey seeks to promote. See Monterey expects you to conduct yourself with the highest standards of ethics. Local customs and traditions can differ from place to place, but honesty, integrity, and fairness are respected everywhere.

Making Good Decisions

There may be times when you have questions or concerns about whether an action or situation may be inappropriate. Asking yourself the following questions might help you resolve the issue or decide what further action you should take:

1. Is it an ethical concern or issue? Does the concern or issue raise questions about: legal obligations, honesty, fairness, or promise keeping?
2. If it is, why is it bothering me? Am I generally puzzled or am I afraid to do what I know is right?
3. Is it my problem? Have I caused the problem or has someone else? How far should I go in resolving this issue? Can I discuss the problem with the others involved before the decision is made?
4. Who else matters? Who else is involved? Who might be affected by my decision? How? What are the possible impacts?
5. What do others think? Whom can I ask for advice? What can I learn from those who have a different perspective? What alternative courses of action do I have?
6. Can I live with it personally or professionally? Am I being true to myself? Can I share my decision in good conscience with my family, my colleagues, or public officials? What kind of results can I expect if the decision sets a precedent and becomes a general rule? If this were made public, would I or See Monterey feel uncomfortable or could I or See Monterey be negatively impacted? How would I or See Monterey be perceived?

If after having asked yourself these questions, you decide that something inappropriate is happening, what should you do next?

Your Responsibility to Report

As an associate of See Monterey, you have the **right and responsibility** to question or challenge situations in which you suspect that something improper, unethical, or illegal is going on. See Monterey is committed to immediately, thoroughly, and objectively investigating concerns, but we won't know that those concerns exist unless you let someone know. Being aware of suspected misconduct and not reporting it could result in removal from See Monterey board and/or removal from our membership, sponsorship or vendor lists, regardless of contractual obligations and may make you liable for the misconduct as an accomplice. If you do report suspected misconduct, you also have an obligation to cooperate in investigating the matter.

Once you've decided that you need to talk to someone about your issue or concern, who should you contact?

First, talk to the President and CEO. Give the President and CEO a chance to solve the problem. If the President and CEO cannot resolve the issue to your satisfaction or you are not comfortable talking to the President and CEO, contact the Chair of the Board. If the issue still is not resolved to your satisfaction or if you are not comfortable talking to the Chair, notify another member of the Executive Committee. Your confidentiality and, if you wish – your anonymity, will remain intact during the investigation. If it becomes a legal issue, you may be required to disclose your name and sources of information.

We understand that many persons prefer that their communications concerning misconduct remain confidential. Although we will try to protect the confidentiality of persons who report suspected misconduct, we cannot guarantee complete confidentiality. For example, sometimes it is impossible to investigate suspected misconduct without identifying the complainant. We believe, however, that it is better to come forward than to let the misconduct continue.

Anonymous Reports

If you choose to make an anonymous report, you should provide enough information about the incident or situation to allow See Monterey to investigate it. Here is a general guide for the type of information that you should provide in making an anonymous report:

- Describe the situation and members/organizations involved.
- Identify dates when events occurred, and name of persons involved.
- Indicate whether you know about the circumstance from your direct observation or whether someone told you about it.
- Describe how incident(s) or event(s) occurred. (Was a procedure followed or not followed? Was an instruction given from a Board member or other? Did a fellow volunteer or group of volunteers decide on the action taken?)
- Describe relevant documents and identify their location.

See Monterey will make every attempt to investigate issues reported either through regular channels or anonymously. If you do not provide enough information in your anonymous report, it might limit See Monterey's ability to conduct an investigation and may result in no corrective action being taken. We may not be able to substantiate your anonymous report, and we will be unable to contact you for more information. We must be able to substantiate allegations before taking corrective action.

Like you, See Monterey may also have a responsibility to report when an issue involves business contracts or a violation of laws or regulations. See Monterey's Board Chair along with the President and CEO, in consultation with our legal advisor, will decide whether voluntary disclosure to a government agency is appropriate.

Conflicts of Interest

A conflict of interest is a situation where your personal, professional or business interests or activities could influence your judgment or your decisions, and therefore your ability to act in the best interests of See Monterey. A conflict of interest includes activities that may only appear to others to influence your judgment or decisions. This is sometimes called an "appearance of conflict." See Monterey expects you to remain alert to possible conflicts of interest that might arise in your personal situation and to avoid them.

Upon or before election or designation, Board members will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated annually at minimum.

There are many situations in which potential conflicts of interest could arise. Here are just a few examples:

Outside Activities

You should avoid outside activities that may affect your ability to perform your assignment or that may have a negative impact on See Monterey's reputation or standing in the community. If you are considering an outside activity and you are unsure about the impact that it could have on you working with See Monterey, you should consult with the Board Chair or legal advisor. See Monterey reserves the right to take appropriate action when, in its sole judgment, it deems the activity to be harmful to See Monterey, any of its staff, volunteers, or to the community.

When you speak out about See Monterey events, for example, writing a letter to the editor or speaking at a formal gathering, make sure it is clear that you are voicing your own opinions. Do not give the appearance that you are speaking or acting on See Monterey's behalf, unless the See Monterey Board or President and CEO has authorized you to do so.

Use of See Monterey Assets

You may use See Monterey assets only for purposes that benefit See Monterey. See Monterey assets include, but are not limited to: equipment, time, supplies, money, ideas, strategies, plans, financial data, intellectual property, and other information collected and retained by See Monterey or about See Monterey.

Assisting a Competitor

You may not assist an organization that markets products and services in competition with See Monterey's current or potential products or service offerings. Absent consent from See Monterey, you may not work for such an organization as an employee, a consultant or as a member of their board of directors.

Competing Against the See Monterey

You may not commercially market products or services in competition with the See Monterey's current or potential product offerings. Such marketing activities are considered "commercial" if you receive direct or indirect compensation of any kind.

In order to maintain the financial integrity of the Corporation, advertising-based publications deemed to be competitive and conflict with the organization's mission and maintenance of its budget are not eligible for distribution through the Corporation.

Someone Close to You Working in an Organization

With the growth in regional tourism, you may find yourself in a situation where a competitor or supplier of the See Monterey employs your spouse, another member of your immediate family or household, or someone else you are close to. The closeness of the relationship might lead you to compromise the See Monterey interests by accidentally disclosing sensitive information. Such situations call for extra sensitivity to security, confidentiality, and conflicts of interest.

There are several things to consider in assessing a situation in which someone close to you works in the industry. Among them: 1) the relationship between See Monterey and the other organization; 2) the nature of your responsibilities at See Monterey and access to See Monterey's proprietary information. You should review your specific situation with the President and CEO or the See Monterey Chair to assess the nature and extent of any conflict of interest and how it can be resolved.

You are asked to disclose any instances in which a member of your immediate family or household or someone close to you works for a competitor or supplier, or vendor to See Monterey or if you hold a leadership position with a competitor. Failure to disclose information may result in immediate removal from the board.

Books and Records

Record keeping is a very important part of our business. See Monterey uses records to measure performance and to report our financial, legal and baselines for following years. Most of us create See Monterey records, so it is important that we keep in mind the following:

Altering Company Records

It is See Monterey policy that all transactions are accurately recorded and that See Monterey books and records be accurate and complete. Federal and state laws require that all not-for-profits books are accurate records and available for review and audit. The following practices are prohibited:

- Making or approving false or artificial entries in any See Monterey book or record or in any public record.
- Altering final entries on the See Monterey records.
- Altering, destroying, mutilating, or concealing a record, document, or other object, or attempting to do so, with the intent to impair the object's integrity or availability for use in an investigation or other official proceeding.

- Approving any See Monterey payment or receipt when any part of the amount is to be used for a purpose other than that described in the supporting documents.
- Creating or maintaining “slush funds” or similar off-book accounts when there is not accounting for receipts or expenditures on the See Monterey books.

Creation of Records Intended to Mislead or Conceal

Inaccurate records, such as the following examples, are not only against See Monterey policy, but may also be illegal:

- Entries that show that payments were made to one person when in fact they were made to another.
- Expense accounts that do not reflect the true nature of the expense.
- Any other records which intentionally reflect a set of facts other than the truth.

Confidential Information

You are responsible for the safekeeping of any confidential See Monterey information or trade secrets to which you have access. Confidential information and trade secrets, sometimes called “proprietary information,” means information that belongs to See Monterey and which See Monterey has a right or obligation to protect. It includes any information that is not generally disclosed, is regarded as private, and/or which either is useful to See Monterey or would be helpful to competitors.

Examples of confidential are:

- Sales database and files – meeting planners, tour operators, etc.
- Personal Information about employees or other Board members
- Volunteer’s individual contact information
- Financial data
- Trends and experience data (research)
- Contract information
- Planned new projects
- List of Vendors, Suppliers, Sponsors
- Wages and salary information
- Changes in management or policies
- Suppliers/hotel pricing
- Electronically stored information

These are basic guidelines for protecting See Monterey proprietary information:

- If you have access to proprietary information, discuss it with others in the See Monterey on a need-to-know basis.
- Do not disclose proprietary information to an outside person or entity, except under a nondisclosure agreement that has been approved by the See Monterey legal advisor.
- Do not disclose proprietary information in social conversations or in normal business dealings with suppliers, customers, sponsors or vendors.

If asked about disclosure of confidential or proprietary information, contact the President and CEO or the Chair of the Bureau.

Dealing with Customers, Suppliers, Vendors and Sponsors

See Monterey obtains business, sponsors, vendors and customers and keeps them because of the value and quality of our initiatives and the respect and confidence we have earned. At times, doing business with customers, suppliers, vendors and sponsors can raise ethical and even legal problems. These guidelines are intended to help you make ethical decisions in difficult situations:

Relations with Customers

It is See Monterey's policy to:

- Deal with customers, suppliers, vendors and sponsors honestly, fairly, and courteously;
- Attempt in good faith to determine and satisfy their needs;
- Not misrepresent the character, price, quality, or properties of the See Monterey or of those of its competitors, and to exercise initiative and responsibility to avoid doing so;
- Live up to See Monterey obligations, both legally and ethically, and to satisfy our customer's legitimate complaints fairly and expeditiously, keeping in mind that a satisfied customer is one of See Monterey's most valued assets; and
- Weigh all facts, prices and services impartially to determine what is in the best interest of the See Monterey and its customers.

Avoiding Misrepresentation

You must not make false or misleading statements to anyone. If you believe that another person may have misunderstood you, promptly correct any misunderstanding. Honesty based on clear communication is integral to ethical behavior and essential to sound, lasting relations.

Gifts and Gratuities

Gifts are those items for which you pay nothing or less than fair market value. They may be tangible or intangible, including, but not limited to: non-monetary gifts, door prizes, tickets, passes, promotional items, or the giver's time, material or equipment. Staff and Board members are required annually to declare gifts and gratuities according to state law.

Improper Payments

See Monterey specifically prohibits any member, volunteer, employee, contractor or consultant working for See Monterey from offering, giving, soliciting, or receiving any form of bribe, inducements, gratuities, rebates or kickbacks. Do not give or accept, or permit your immediate family members to give or accept, kickbacks or rebates from the purchase or sale of goods or services on behalf of See Monterey. Illegal "kickbacks" or "rebates" take many forms and are not limited to cash or credit. In general, you or your immediate family members are prohibited from gaining personally from See Monterey business transactions. These practices are not only unethical, but are often illegal as well. For these purposes, "immediate family" means parents, siblings, spouse, children and anyone else with whom you may reside.

News Media Contacts

Board members may be approached for interviews or comments by the news media. Only those persons designated by the Chair or President and CEO may comment to news reporters on See Monterey policy or events relevant to See Monterey. All requests for interviews or comments by the news media should be forwarded to the President and CEO immediately and before making any statement to the press.

Safety, Health, and Environment

See Monterey is committed to providing a safe and healthy environment for employees, volunteers, its customers and vendors. See Monterey is equally committed to protecting the environment and minimizing the impact of its operations on the land, air, and water. You are expected to follow safe operating procedures, protect your own and other peoples' health, and maintain and use pollution control devices.

Abuse, Discrimination and Harassment

See Monterey is committed to providing Team Members and Board Members with an environment free of harassment and believes that Team Members and Board Members are to be treated by everyone with dignity, integrity, and personal and professional respect at all times. See Monterey maintains a strict policy prohibiting any type of abuse, discrimination or harassment on the basis of sex (including pregnancy, childbirth, breast feeding and/or related medical conditions), gender (including perceived gender), sexual orientation, race, color, religion, marital status, national origin, medical condition, age, physical or mental disability, genetics, veteran status, or any other characteristic as protected by applicable California and or federal law.

It is the desire of See Monterey to provide a harmonious, productive work environment. See Monterey will not tolerate verbal or physical conduct by any board member that discriminates against, harasses or abuses (also known as bullying), disrupts or interferes with another person's performance or which creates an intimidating, offensive or hostile environment. See Monterey will not tolerate abuse, bullying, or harassment including sexual harassment of any Team Member by a member, management personnel, board member, customer, guest, vendor, client or other business associate. In addition, See Monterey will not tolerate any Board Member abusing, bullying or harassing including sexually harassing another See Monterey Board Member, member, management personnel, team member, customer, guest, vendor, client or other business associate. Abuse or bullying is defined as conduct or behavior of a board member that is carried out with malice that a reasonable person would find hostile, offensive, and unrelated to legitimate core business interests. Note that a single act of bullying or abuse shall not always constitute abusive conduct, unless especially severe or egregious.

Examples of such abusing and bullying include but are not limited to:

- Verbal or physical abuse
- Isolating or excluding someone
- Taking credit for someone else's work
- Sabotaging a person's work so he/she will not succeed

All forms of abuse, discrimination and harassment are strictly prohibited within See Monterey including that of sexual harassment. Sexual harassment is defined as unwanted sexual advances or visual, verbal or physical conduct of a sexual nature including that which is not generated by sexual desire. There are two kinds of sexual harassment: (1) when an individual's submission to or rejection of unwelcome sexual conduct is used as a basis for employment decisions affecting that individual, including the granting of benefits; and (2) when unwelcome sexual conduct unreasonably interferes with an individual's job performance or creates an intimidating, hostile, or offensive working environment, even it if does not lead to tangible or economic job consequences. This definition includes many forms of unacceptable behavior and includes gender-based harassment of a person the same sex as the harasser.

Examples of such harassment include but are not limited to:

- Sexual flirtations, touching, advances or propositions
- Offering employment benefits in exchange for sexual favors
- Making or threatening reprisals after a negative response to sexual advances
- Leering, making sexual gestures, displaying of sexually suggestive objects or pictures, cartoons or posters in the work place, or transmission of harassing messages
- Making or using derogatory comments, epithets, slurs, and/or jokes of an inappropriate nature
- Verbal abuse of a sexual nature, graphic or suggestive comments about an individual's dress or body, sexually degrading words used to describe an individual, suggestive or obscene letters, notes or invitations
- Touching assault, crowding, impeding or blocking movements

If you feel that you are or have been subjected to any kind of abuse or harassment of any type, coercion or intimidation by anyone, whether by a team member, a client, vendor, board member or a member of our management, we encourage you to file a written complaint as soon as possible. The HRC or the President and CEO will assist you in preparing any written documentation necessary.

All complaints of harassment, discrimination or abuse will be immediately, thoroughly, and objectively investigated. The investigation may include interviews of individuals believed to have information regarding the alleged harassment. The results of the investigation will be promptly communicated to the complaining Board Member, to the alleged harasser and, if appropriate, to others directly concerned after See Monterey's determination. If harassment is found to have occurred, appropriate disciplinary action, up to and including dismissal, will be taken against the harasser.

Any Board Member, who is found to have engaged in harassment, discrimination or abuse of another board member, Team Member, supervisor, customer, guest, vendor, client, or other business associate after appropriate investigation, will be subject to appropriate action up to and including removal from the Board.

See Monterey will not retaliate against any Board Member for filing a report or complaint and will not tolerate or permit retaliation by any person within the organization.

Special Code Provisions for Directors and Officers

Powers and Fiduciary Duties of Directors and Officers

The See Monterey Board of Directors makes fundamental management and policy decisions by adopting policies and by-laws, as well as motions and resolutions at Board Meetings. The day-to-day management is the responsibility of the President and CEO.

Each Director (including the President and CEO) is in a “fiduciary” relationship with See Monterey as a whole; i.e., the organization on whose board they serve. **If you are a director or officer, you must act with the utmost good faith and use your powers solely in the interest of the See Monterey.** When you become a Director or officer, you agree to give diligent attention to the See Monterey concerns and to be faithful and honest in carrying out the duties of your position. You are not expected to be infallible, but you must act with honesty and in good faith.

The Board of Directors has many responsibilities as outlined in the Bylaws of the Corporation. They can be summarized as:

1. To review and approve See Monterey financial policies, financial objectives, major strategies, and plans;
2. To select and recommend candidates for election to the Board and to evaluate the Board’s performance; and
3. To adopt policies and procedures that furthers the goals of See Monterey and to abide by the same.

Each Board member must oversee the business conduct and ethical standards of See Monterey. The specific responsibilities of directors include the following:

1. Each Director has a fiduciary obligation to:
 - Act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances;
 - Act in a manner they reasonably and honestly believes to be in the best interests of the See Monterey; and
 - Become fully informed of all relevant information about a particular matter before making a decision on that matter as a member of the Board.
2. A Director must avoid breaches of fiduciary duty, such as fraud, overreaching, improper personal benefit, lack of good faith, or failure to become fully informed.
3. A Director will perform their duties with the knowledge that his or her conduct sets an example for the ethical tone of See Monterey.
4. A Director is entitled to rely on information prepared or presented by attorneys, accountants, officers, employees, and other persons who are believed to be competent to bring those matters to the Board.
5. A Director should become familiar and comply with the applicable laws pertaining to not-for-profits.

It is the policy of the Board that See Monterey will have management controls that make the duties, obligations, and functions of Directors and officers consistent with the authority granted by the by-laws and with the business standards and ethical guidance of this Code.

Authority to manage See Monterey is delegated by the Board of Directors and is vested in the principal senior officers of See Monterey. The See Monterey by-laws set out the duties, activities, and obligations of each officer. Senior officers may delegate management and operational functions to the President and CEO or other officers subject to See Monterey management controls.

If you are an See Monterey officer, you are required to:

- Perform your management function in a way that is consistent with the desires of the Board of Directors and ethical standards of See Monterey;
- Execute the specific plans, policies, and directions of the Board of Directors;
- Ensure that every officer, member, employee, consultant and volunteer complies with this Code, See Monterey policies, and all laws and regulations that apply to not-for-profits;
- Act on behalf of See Monterey and not for your individual personal benefit on work-related matters.

Board Responsibility for the Code of Conduct

The See Monterey Board recognizes that it is responsible to serve as an example of honesty, integrity, and fairness. To that end, the Board has assumed the following responsibilities regarding the See Monterey Code of Conduct:

- The Board will review and re-approve this Code each year, making any amendments required by changes in See Monterey policy, law or regulations;
- The Board will make every effort to ensure that all affiliates of See Monterey, to include but not limited to, Bureau members, employees, contractors, volunteers, vendors and sponsors knows about the Code and provide assistance in understanding if required;
- To investigate all allegations of violations of the Code and to ensure corrective or punitive action is taken if required.
- The Board will make appropriate changes to the Code when it is found to be incomplete, inadequate or unworkable.

Board Member Name: _____

Board Member Signature: _____

Date: _____



BOARD MEMBER CONFLICT OF INTEREST DISCLOSURE STATEMENT

DATE: _____

I. MEMBER IDENTIFICATION

Name (please print):

A conflict of interest is a situation in which your personal, professional, or business interests or activities could influence your judgment or your decisions, and therefore your ability to act in the best interests of See Monterey. There may also be situations that do not constitute a true conflict, but which may appear to others to influence your judgment or decisions, sometimes called an "appearance of conflict." See Monterey expects you to remain alert to possible conflicts of interest that might arise in your personal situation and avoid them. If you do have a conflict of interest you must recuse yourself from participating; you should also consider recusing yourself when there is only the appearance of a conflict.

II. DEFINITIONS

Family Members Identification: Name / Relationship. Includes members of your immediate household, such as spouse, domestic partner, children, parents, siblings, including step-relatives and in-laws, as well as any other household member.

Connections: financial and/or contractual interests, arrangements, affiliations, or significant interests of any kind. When asked to identify "Person(s) with Connection," identify the person with whom you have the relationship, such as "sister," "spouse," or "self." When asked to identify the "Connection with..." indicate the position or job function that you have with the entity you have identified. (Connections also include other relationships that could be viewed or interpreted as a possible conflict of interest, such as a close personal relationship with a vendor or competitor.)

Financial Interest: includes, but not limited to, stocks, employment, loans, ownership, consulting, or other contractual arrangements, whether written or unwritten.

Affiliations: include position as officer, employee (including self-employment), board member, partner, agent, consultant, contractor or subcontractor, member of a governing body member of an advisory board, or other descriptions as a representative of an entity.



III. CONFLICT OF INTEREST DISCLOSURE STATEMENT

The following is a full, complete, and accurate disclosure of connections that I, or any of my family members, have with any entity or individual listed below. Use additional sheets for the continuation of answers, as needed.

1. **See Monterey providers or suppliers.** I have _____ do not have _____ connections with a provider or suppliers of goods and services to See Monterey, such as providers / suppliers of:

- Office supplies and equipment
- Software
- Consultants
- Joint Ventures
- Working for a provider, groups or supplier
- Working on a subsidiary of a supplier / provider
- Other vendor affiliations that have a financial interest with the See Monterey

If you indicated yes above, identify each connection:

2. **See Monterey Competitors.** I have _____ do not have _____ connections to other individuals, businesses, groups, or organizations that compete for services, information, or other products supplied by See Monterey.

If you indicated yes above, identify each connection as follows:

3. **Gifts.** I have _____ do not have _____ connections with individuals, businesses, groups, or other organizations that have provided myself or family members with gifts (such as cash, entertainment, favors, presents, etc) from individuals, businesses, groups, or other entities seeking to do business or compete with See Monterey.

If you indicated yes above, identify each connection as follows:

4. **Competing Service.** My job(s) does _____ does not _____ compete for services, information or products from See Monterey.

If you indicated yes above, identify each competing service as follows:

5. **Business Decisions.** I have _____ have not _____ been involved in any business decisions, evaluations, contracts, recommendations, or transactions for See Monterey regarding any of the entities identified in any of the previous questions.

If you indicated involvement in such business decisions, etc., describe the transaction and your level of involvement or the level of involvement.



7. **Confidential Records or Materials.** I have_____ do not have_____ confidential or proprietary materials and/or documents of a former client, business, organization or employer (including self-employment) that may perform the same services, productions, job or require similar information in which See Monterey performs, supplies or maintains propriety information.

If you indicated that you have or maintain records or materials as mentioned above, describe those materials and records.

8. **Other Matters.** I have_____ do not have_____ other connections, relationships, or situations that could be viewed as a possible conflict of interest, e.g., professional, business, charitable, civic, political, or fraternal organization outside See Monterey.

If you indicated that you may have a connection, relationship, or situation that may appear to be a conflict of interest of or to the See Monterey, please describe.

IV. PROFESSIONAL DISQUALIFICATIONS

Being barred from working with an organization or professional disqualification from a job are not an automatic disqualification, or reason for disassociation from See Monterey. Factors such as the nature, length of time since the disbarment or disqualification, the gravity of the situation and/or your contributions to the community and See Monterey all weigh into the discussion and decisions of the Board of Directors for entry into, continued associations, or evaluations for positions being requested within See Monterey governance.

I have_____ have not_____ ever been barred from doing any type of work, or found professionally disqualified for positions, with any businesses or organizations.

V. ACKNOWLEDGEMENT STATEMENT

I have carefully read this entire Disclosure Statement and all my responses are complete, true, and accurate.

I have been informed and am familiar with the See Monterey Code of Conduct. I understand that I have a continuing obligation to contact any Board member if I have a question about this disclosure, potential ethical situations, and/or potential conflict of interest situations that I may be involved in or know about, including disbarments or professional disqualifications. I understand that the information provided will be on a **Need-To-Know** basis only with the Board of Directors, members, officers, and employees.

Signature: _____ Date: _____