

**CODE OF ETHICS AND BUSINESS CONDUCT
FOR
EMPLOYEES
OF THE
CORPORATION FOR PUBLIC BROADCASTING**

November 16, 2004

INTRODUCTION

The purpose of this code is to assure that employees of CPB act in the best interest of public broadcasting, without being partial to any particular organization or their own personal interests; devote to CPB their undivided loyalty and uncompromised integrity; conform to the highest standards of business ethics; and give the appearance as well as the fact of such impartiality, devotion and integrity. CPB expects Employees to comply strictly with this Code and to exercise good judgment and reasonable prudence in carrying out CPB business.

Different employees have different duties with respect to this code. For example,

- senior managers have a responsibility to foster high ethical standards in the workplace;
- all managers have responsibilities for the conduct of their staff, and for making sure that their staff are aware of this code and are sensitive to ethical issues;
- employees who make funding decisions for grants, and employees who procure goods and services for CPB, are responsible for ensuring that those decisions reflect good stewardship of CPB funds, make effective and efficient use of scarce resources, and ensure that their actions do not give rise to any appearance of favoritism, personal gain or other impropriety.

Employees are responsible for reflecting on this code with respect to their individual situations and current duties, adhering to this code while conducting their official duties, and taking any questions about compliance to the General Counsel.

Because of the importance of this Code, violations of it constitute grounds for discipline, including dismissal. Violations include, but are not limited to, withholding of information concerning unethical conduct and failure by managers to see that employees and contractors under their management are briefed on the Code.

BACKGROUND

CPB makes grants to and contracts with stations, producers and others to advance the cause of public broadcasting. It is essential that people in a position to influence the allocation of CPB funds consider only what is best for public broadcasting, without being partial to any particular organization within public broadcasting or influenced by their own personal interest. Because CPB uses taxpayer dollars and is a highly visible organization, the appearance as well as the fact of impartiality is important. The fact that many CPB employees have previously worked in other public broadcasting organizations and have personal and professional connections with employees of these organizations makes this particularly challenging.

Accordingly, this code seeks to provide clear and conservative guidance for those serving CPB. By acceptance of service with CPB, each employee acknowledges these responsibilities and agrees to regulate his or her conduct in a manner that assures CPB of undivided loyalty and

uncompromised integrity. In addition, CPB requires that all employees conform to the highest standards of business ethics in the performance of job duties.

THE CODE

BUSINESS ETHICS.

1. **Business Ethics.** Each employee shall act at all times with integrity and perform his or her duties in compliance with all applicable Federal, state, and local laws, and CPB policies and procedures. Each employee shall discharge his or her duties in an honest, candid, and thorough manner.

IMPARTIALITY.

2. **Impropriety and Appearance Thereof.** Employees will perform their duties in an objective manner so their performance will not be challenged or impaired. If there is any doubt about whether circumstances may lead to reasonable questions regarding the impartiality of an employee, the matter must be raised with the General Counsel. In such matters, CPB relies on the conscientiousness and integrity of its employees to avoid even the appearance of impropriety.
3. **Obligation to Refrain From Using Relationship for Personal Benefit.** Except by virtue of good reputation derived from service to CPB, no employee shall seek to use his or her relationship with CPB for personal benefit or professional advancement.
4. **Conflict of Interest.** Employees shall not enter into any relationship, hold any direct or indirect outside interest, or accept outside employment that would conflict with or have the appearance of interfering or conflicting with, their corporate responsibilities and duties, as set forth in the following policies:
 - **Outside Board Service.** Service by any CPB Officer (for purposes of this Code of Ethics and Business Conduct for Employees, the term “Officer” shall be limited to corporate officers who are employees of the Corporation) on outside boards shall be subject to annual advance approval by the Chair of the Audit and Finance Committee of the Board. Service by other employees shall be subject to written approval of the CPB General Counsel. Having received such approvals, employees may participate on the boards of other organizations, and participate in such travel, events, and meals involved in such service.
 - **Ownership Interests.** No employee, or member of the employee’s household (i.e., spouse, domestic partner, dependent child or relative living at the same address) may acquire any ownership interest in any entity that has, or is seeking to have, a relationship with CPB without the prior approval of the General Counsel. Requests for approval will be evaluated by the General

Counsel to determine whether the ownership interest is permissible. CPB relies upon the good faith of its employees to make the necessary disclosures consistent under this paragraph. Notwithstanding the foregoing, an employee may purchase the securities of a publicly traded company for investment without obtaining approval from the General Counsel if immediately after the purchase the employee will own no more than \$50,000 of the securities of that company.

- **Business Interests.** Employees must disclose to the General Counsel any of their business interests and any business interest of a member of their household that is valued at \$50,000 or more (although they are not required to state the value of the interest). Employees must keep such disclosures current and accurate and must notify the General Counsel promptly of any changes in the information reported. Employees are expected to be alert to potential conflicts of interest, not only with respect to matters directly or indirectly related to those business interests that they disclose, but also with respect to any other interest or activity that might call into question their impartiality on a given issue.

- **Paid Outside Appearances, Outside Employment and Compensation.** During the period of his or her employment by CPB, no employee may make paid outside appearances or accept outside employment without the approval of the General Counsel. This includes self-employment, independent contracting or other freelance work. Such approval may be granted when such outside activities do not interfere with the employee's duties for CPB; create or appear to create a substantial conflict of interest for CPB; or affect, influence, or have the potential or appearance of affecting or influencing the employee in the performance of his or her duties for CPB. In addition, no Officer of CPB shall receive any salary or other compensation from any source other than CPB except for reasonable reimbursement for expenses in connection with services on boards of directors of other organizations that do not receive funds from the Corporation, on committees of such boards, and in similar activities for such organizations as permitted in Section 4 of this Code.

- **Gifts and Business Courtesies**
 - **Gifts.** CPB employees shall not accept gifts from any entity that has, or is actively seeking, a grant or contract with CPB, except for promotional items of nominal value. CPB employees shall not accept funds in any amount or tangible items (including tickets to sporting or other events) that have a market value in excess of \$50.00 from any entity that does business or seeks to do business with CPB without approval by the General Counsel. An employee's use of his or her position at CPB to solicit gifts is strictly prohibited.

- **Meals and Entertainment.** While CPB employees may not use their positions at CPB to solicit business courtesies such as meals or entertainment, it is permissible for an employee to accept unsolicited meals, refreshments or entertainment on an occasional basis if such courtesies are not lavish or extravagant and acceptance will promote good business relations without reflecting a pattern or appearance of frequent acceptance from the same entities or persons. A CPB employee also may partake of meals, refreshments and entertainment provided as part of widely attended industry meetings or events in which the employee is participating or attending.
 - This policy also covers gifts and business courtesies extended to members of an employee's household resulting from the employee's position at CPB.
 - Any questions regarding gifts and business courtesies should be brought to the General Counsel. Any attempts to influence funding decisions with payments, gifts or other remuneration should be reported to the Inspector General.
- **Conditions on Post-CPB Employment.** Employees should be mindful of the appearance of impropriety that might attend their employment by an entity that has received CPB funds, is seeking to receive CPB funds, or who has benefited or seeks to benefit from a relationship with CPB. To that end:
 - Each employee of CPB shall inform the General Counsel, and promptly and continuously update disclosure, of his or her active pursuit of employment with any entity (including its affiliates, employees, or agents) which has, or is seeking, a beneficial relationship which may be affected by that employee's performance of his or her duties to CPB. The General Counsel will keep all information regarding such disclosures confidential unless disclosure is required by law. Such employee may be subject to conditions, including but not limited to, disqualification from performance of certain job duties, while seeking or after having accepted such employment.
 - No employee who within the past year personally had substantial involvement in grant awards or other CPB actions to the benefit of an outside consultant, or who exercised or should have exercised supervisory responsibility for such CPB actions, shall be employed by such outside consultant or that outside consultant's affiliates, employees or agents for a period of one year following his or her CPB employment. This restriction may be waived by CPB's General Counsel and the Chair of the Audit and Finance Committee of the CPB Board of Directors in unique circumstances where no impropriety exists and the employee's future employment will not jeopardize the interests of public broadcasting.

STEWARDSHIP.

5. **Obligation to Protect and Conserve Corporate Assets.** Each employee has a continuing obligation to protect and conserve all corporate money, property, and other resources, expending them strictly in accordance with policies adopted by the Board of Directors, and pursuant to procedures duly established by CPB.
6. **Purchasing Responsibilities.** Employees responsible for CPB's purchase or acquisition of goods and services, as well as those involved in making discretionary grants, are responsible for seeing that CPB receives the best value for its money by using the purchasing or solicitation method best suited for acquisition/project in question, whether that be competitive bid or sole sourcing. All sole-sourcing decisions should be fully justified and documented.

OFFICE OF INSPECTOR GENERAL

7. **Inspector General.** The Office of Inspector General will adhere to the ethical standards included in this Code of Ethics. In addition, the Office of Inspector General has specific statutory responsibility for receiving and evaluating allegations regarding possible improprieties in the operations and activities that are partially or wholly funded by CPB. Therefore, employees should report all actual or suspected instances of fraud, waste, abuse, misconduct or other wrongdoing to the Inspector General. This includes complaints regarding staff members of the Office of Inspector General. The Inspector General shall determine the appropriate disposition of the information. Complaints regarding the Inspector General should be reported directly to the Chairman of the CPB Board of Directors.

GRANTEES AND CONTRACTORS

8. **Grantees and Contractors.** Entities receiving discretionary grants and contracts from CPB shall agree to act with integrity and perform their duties in compliance with applicable Federal, state, and local laws, and CPB contract/grant requirements, and otherwise act as efficient and impartial stewards of CPB funds. It is the responsibility of CPB managers to take appropriate measures, including but not limited to notifying such grantees or contractors of CPB employees' obligation to disclose their pursuit of future employment pursuant to Section 4 hereof, to encourage contractors and grantees to act in accordance with the CPB's ethical conduct standards.

OTHER

9. **Campaign Contributions.** No employee may, through any means whatsoever, make or be reimbursed for any contributions to political parties or candidates for public office on behalf of CPB. This requirement does not preclude lawful individual contributions not reimbursed by CPB.

10. **Loss of Public Confidence.** Beyond the specific policies above, each employee, shall avoid any conduct that might result in the loss of public confidence in CPB's programs and activities, the impairment of corporate efficiency or economy, or might reasonably give the appearance of: (a) the extension of preferential treatment to any person, group, organization, or other entity; or (b) the compromise or loss of complete impartiality of judgment and action; or (c) the making or implementation of a corporate decision outside of standard corporate policies and procedures.
11. **Prohibition Against Use of Confidential and Nonpublic Information.** No employee shall disclose to others, make personal use of, or permit others to make use of, any information obtained as a result of his or her relationship with CPB, which information is not generally available to the public or is otherwise confidential, whether for direct personal gain or for advice to others with whom he or she has family, business, financial, or professional ties.
12. **Other Restrictions: For Special Circumstances, Duties, or Responsibilities.** The conduct or interests of individual employees may be further or otherwise reasonably restricted in light of special circumstances, duties, or responsibilities. The President, upon recommendation of the General Counsel, shall transmit such restrictions to the individual in writing.

ANNUAL ORIENTATION AND RE-CERTIFICATION.

13. **Re-certification.** All employees will participate, at least once a year, in an orientation or training session to discuss employee compliance with this Code. Additionally, at least once a year, each employee should have a discussion with his or her manager and submit a copy of the Code signed by both to Human Resources.

By Resolution adopted November 11, 2002, the Board of Directors of Corporation for Public Broadcasting has adopted this Code of Ethics and Business Conduct for Employees.

CORPORATION FOR PUBLIC BROADCASTING

**CODE OF ETHICS & BUSINESS CONDUCT
SIGNATURE & DISCLOSURE FORM**

Name: _____ Position with CPB _____

Address: _____

Please list positions currently held as director, manager, employee or consultant with: a public telecommunications entity, communications common carrier, broadcast licensee, producer, broadcasting association, educational institution, or telecommunications research organization.

Organization	Position
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Please list any communications common carrier, producer, broadcasting corporation, telecommunications research organization or corporation manufacturing or distributing telecommunications equipment, in which you or a member of your household owns securities valued at more than \$50,000. (You need not list shares in any mutual fund that may include such securities unless the fund is devoted exclusively to investment in such securities.)

Corporate Name	Function of Corporation
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Please list any communications common carrier, broadcast licensee, producer, public telecommunications entity, telecommunications research organization, or educational institution with which you have been employed prior to your employment by CPB. (List only those with which you have been employed in the last five years.)

Organization

Position

I have received, read, understood, and promise to support the Code of Ethics for Employees of the Corporation for Public Broadcasting.

Print Name

Signature

Date

File in the Office of the General Counsel