



LA CONSERVATION CORPS

CODE OF ETHICS

Mission

The primary mission of the Los Angeles Conservation Corps (“LA Conservation Corps”) is to provide at-risk young adults and school-aged youth with opportunities for success by providing them with job skills training, education and work experience with an emphasis on conservation and service projects that benefit the community.

Responsible Stewardship

The LA Conservation Corps is committed to the prudent management of all resources. This includes the responsible management of funds, the environment and the young lives with which we are entrusted.

Governance and Legal Compliance

The LA Conservation Corps is bound to comply with all applicable laws and regulations. Both as an organization and on an individual staff level, the LA Conservation Corps is committed to improving program and organizational effectiveness and works to continuously exceed expectations.

Inclusiveness and Diversity

The LA Conservation Corps has a policy of promoting inclusiveness. The staff, board and our participants we serve should reflect the inherent diversity of this region in order that we may enrich our programmatic effectiveness. The LA Conservation Corps values the singular attributes of each individual who becomes a part of this program and strives to make the unique LA Conservation Corps structure and experience facilitate individual growth and maturity.

Personal and Professional Integrity

All employees, officers, and directors of LA Conservation Corps strive to act with honesty, integrity and openness in all their dealings as representatives of the organization. The organization promotes a working environment that values respect, fairness and integrity.

This LA Conservation Corps Code of Ethics (the “Code”) requires directors, officers, volunteers, independent contractors, employees and agents of the LA Conservation Corps to observe high standards of business and personal ethics in the performance of their duties and responsibilities. As employees and representatives of the LA Conservation Corps, honesty and integrity are necessary to fulfill our responsibilities and to comply with all applicable laws and regulations. In addition, we recognize that unethical behavior is inappropriate at LA Conservation Corps.

It is in the best interest of the LA Conservation Corps that ethically and/or legally questionable behavior or practices be uncovered immediately. This allows LA Conservation Corps to correct these practices before the organization is put at risk. It is therefore the responsibility of all directors, officers, volunteers, independent contractors, employees and agents of the LA Conservation Corps to comply with the Code and to report violations or suspected violations in accordance with this Code and the Whistleblower Policy (for details see LA Conservation Corps’ Employee Protection (Whistleblower) Policy). The Whistleblower Policy is designed for employees to utilize our existing open-door and grievance policies and procedures to ensure that questions raised regarding unethical and unlawful conduct will be taken seriously without regard to rank. Employees, officers, directors, volunteers, independent contractors and

agents of LA Conservation Corps are expected to cooperate completely in any investigation related to violations or suspected violations of this Code or the Whistleblower Policy.

It is the intent of the LA Conservation Corps to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support LA Conservation Corps' goal of legal compliance. The support of all employees, officers, directors, independent contractors, volunteers and agents of LA Conservation Corps is necessary to achieving compliance with various laws, regulations and contractual obligations.

Code of Conduct

No individual connected to the LA Conservation Corps in any capacity shall engage in any activity contrary to the values of the Corps, or with reckless disregard for the resources managed by the LA Conservation Corps. All employees, directors, independent contractors, volunteers and agents of the LA Conservation Corps have the responsibility to administer the affairs of the LA Conservation Corps honestly and prudently for the sole benefit of LA Conservation Corps. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with LA Conservation Corps or knowledge gained thereof for their personal benefit. The interests of LA Conservation Corps must be pursued in a manner that secures for LA Conservation Corps full competitive advantage as to services.

Conflict Of Interest

LA Conservation Corps expects you to exercise good judgment and the highest ethical standards in your activities on behalf of the organization, as well as in your private activities outside the organization. Particular care should be taken to ensure that no detriment to the interests of the LA Conservation Corps (or appearance of such detriment) may result from a conflict between those interests and any personal or business interests which you may have. In particular, you have an obligation to avoid, and where avoidance is not feasible to disclose as set forth in this Code, any activity, agreement, business investment or interest or other situation that might in fact or in appearance cause you to place your own interest, or those of another, above your obligation to the organization. Care should be taken about the appearance of a conflict since such appearance might impair confidence in, or the reputation of, the LA Conservation Corps, even if there is no actual conflict and no wrongdoing.

While it is not possible to describe or anticipate all the circumstances that might involve a conflict of interest, a conflict of interest may arise whenever you take action or have interests that may make it difficult to perform your work objectively or effectively or when you or an affiliated party receives improper personal benefits as a result of your position or relationship with respect to the LA Conservation Corps. An "affiliated party" is a member of your family or any entity of which you or any affiliated party is a director or officer or in which you or any affiliated party has a financial interest. Such a conflict would arise when any of the following has a financial or other interest in the firm or organization selected for award:

- a. The individual;
- b. Any member of the individual's family;
- c. The individual's partner; or,
- d. Any organization that employs, or is about to employ, any of the above.

In furtherance and not in limitation of the foregoing, the following restrictions shall apply:

1. No individual in a decision-making capacity shall engage in any activity, including participation in the selection, award or administration of a grant, sub-grant or contract if a conflict of interest, real or apparent, would be involved.

2. No individual acting in a decision-making capacity will solicit or accept gratuities, favors or anything of material value from contractors, potential contractors or parties to sub-agreements. Neither will they offer the payment of gratuities, favors or anything of material value to grant-makers or potential grant-makers.
3. No LA Conservation Corps director, officer, employee or agent shall participate in selecting or administering any contract or subcontract where such person is a director, officer, employee or agent of the subcontractor; or where the selection of subcontractors is or has the appearance of being motivated by a desire for personal gain for themselves or others such as family business, etc.; or, where such person knows or should have known that:
 - a. A member of such person's family or the organization for which the member works has a financial interest in the subcontract;
 - b. The subcontractor is someone with whom such person has or is negotiating any prospective employment; or,
 - c. The participation of such person would be prohibited by the California Political Reform Act, California government Code §87100 et seq. if such person were a public officer, because such person would have a "financial or other interest" in the subcontract.
4. Definitions:
 - a. The term "family" includes but is not limited to domestic partner and/or those persons related by blood, marriage or other linkages defined by statute such as husband, wife, father, mother, brother, sister, son, daughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law, daughter-in-law, adopted or foster children.
 - b. The term "financial or other interest" includes but is not limited to:
 - i. Any direct or indirect financial interest in the specific contract, including a commission or fee, a share of the proceeds, prospect of a promotion or of future employment, a profit or any other form of financial award.
 - ii. Any of the following interests in the subcontractor ownership; partnership interest or other beneficial interest including ownership of stock; employment in a managerial capacity; or, membership on the board of directors or governing body.
 - c. A subcontract is any agreement entered into by LA Conservation Corps for the purchase of goods or services with any funds provided by said Agreement.
5. Minutes of Board Meetings must reflect disclosure of transactions where Board Members may have had a direct or indirect interest/benefit in the action.
6. No director, officer, employee or agent of the LA Conservation Corps may be on the Board of Directors if they receive any financial benefit provided by any contract.
7. No officer, director, employee or agent of the LA Conservation Corps may solicit or accept gratuities, favors or anything of monetary value from any actual or potential subcontractor, supplier, party to a sub-agreement, or person who is otherwise in a position to benefit from the actions of any officer, director, employee or agent.
8. No illegal payments of any kind are to be made to any local, state or federal government officials of the United States, or to governmental officials of any other country, territory or municipality at any time or under any circumstances. Moreover, no funds or other assets of LA Conservation Corps are to be paid, directly or indirectly, to government officials or persons acting on their behalf or to representatives of other businesses for the purpose of influencing decisions or actions with respect to

the LA Conservation Corps' activities. Any question as to whether a gift or payment would be considered improper under LA Conservation Corps' guidelines or national or foreign laws must be discussed with LA Conservation Corps' Compliance Officer.

9. Prior to the execution of any contract or subcontract, officers, directors, employees or agents of LA Conservation Corps staff shall disclose any relationship, financial or otherwise, direct or indirect, of any officers, directors, employees, agents or their family with the proposed contractor or subcontractor and its officers, directors, employees and agents. In the event that such a relationship exists, prior approval must be obtained from the Chief Executive Officer ("CEO") and the senior manager or director of the contract shall provide documentation that substantiates that the cost of the covered product or services will be provided to LA Conservation Corps at or below prevailing market standards and maintain on file documentation to support the resolution of all conflict of interest issues. If the CEO is one of the affected parties, prior approval must be obtained from the Board of Directors.
10. For further clarification of the meaning of any of the terms used herein, the parties agree that references shall be made to the guidelines, rules and laws of the City of Los Angeles, State of California and Federal regulations regarding conflict of interest. Penalties for violation of Conflict of Interest Rules shall be as prescribed under State law, California Government Code Section 1090 et seq. and Section 87100 et seq.
11. No director, officer, employee or agent of LA Conservation Corps shall have interest, direct or indirect, in any contract or subcontract or the proceeds thereof for work to be performed in connection with any project during his/her tenure as an employee, director or officer or for one year thereafter.
12. No person may be hired by LA Conservation Corps if a member of that person's family is or will be within the same chain of command as the person hired in a supervisory role over the person to be hired, or has direct responsibility for the direction, hiring or fiscal integrity of the program in which the person participates within LA Conservation Corps.
13. No director, officer, or employee of LA Conservation Corps shall solicit business for a competitor of the LA Conservation Corps, or redirect or otherwise interfere with existing LA Conservation Corps contracts.
14. Directors, officers, employees or agents of LA Conservation Corps may not use other agents, consultants, independent contractors or other representatives to do indirectly what they could not do directly under this Code or applicable law, rules and regulations.

Business Conduct

1. LA Conservation Corps respects the intellectual property rights of others, including, but not limited to, trademarks, copyrights, and licenses by complying with applicable laws and agreements. No individual connected to LA Conservation Corps in any capacity may copy, distribute, display or transmit intellectual property rights of third parties without their permission.
2. The LA Conservation Corps is committed to providing a work environment free of discrimination, sexual harassment or other harassment. Discrimination or harassment on the basis of race, religion, gender, color, national origin, ancestry, sexual orientation, gender identity, marital status, medical condition, disability, age, or other legally protected status is strictly forbidden.
3. Company equipment and resources, including tangible assets (such as vehicles, tools, telephones, etc.) and intangible assets (such as intellectual property, trade secrets, reputation and business information)

should be used for authorized business purposes only. Exceptions must be specific and approved by management personnel. Company resources may never be utilized for purposes that are inappropriate, offensive or illegal or violate LA Conservation Corps policies, procedures and practices. Company resources may not be removed, disposed of or destroyed without express prior written consent of management personnel.

4. Management of documentation is strictly governed by statute as well as standards of compliance. Accurate and reliable records are necessary to meet legal, financial and contractual obligations.
 - a. Willful or careless false reporting or mischarging will result in discipline up to and including termination. Reports and records, including program reports, vouchers, bills or utilization reports must be factual and accurate.
 - b. Payroll records and reimbursement records, including dailies, time sheets, mileage and travel expenses must be accurate and properly documented.
 - c. False records countersigned by supervising staff are the responsibility of the supervisor, who will be subject to the same disciplinary consequence as the individual providing false documentation.
 - d. All documentation which supports eligibility for employment, enrollment, or the provision of services must be maintained in strict accordance with the record retention policy and schedule of LA Conservation Corps, and the LA Conservation Corps' standards of confidentiality as stated in the Code.
 - e. Documents relevant to any pending, threatened, or anticipated litigation, investigation, or audit shall not be destroyed for any reason.
 - f. If you believe that LA Conservation Corps records are being improperly altered or destroyed, you should report it pursuant to "Reporting Violations of the Code" below.
5. Any director, officer, employee, volunteer, independent contractor or agent of LA Conservation Corps who is involved in an act that obstructs justice by removing, destroying, altering or falsifying documents with the intent to impede or influence an official investigation is in violation of the law and may be subject to criminal charges. The deliberate destruction of documentation to avoid an official investigation is strictly forbidden by Sarbanes-Oxley and opens the organization to substantial legal risk. It is a very serious offense and may be construed as misappropriation of company funds and/or property.
6. LA Conservation Corps is committed to providing a workplace that is free from acts or threats of violence. Any actual or threatened violence or abusive behavior by any director, officer, employee or agent of LA Conservation Corps will not be tolerated.

Confidentiality

LA Conservation Corps is committed to upholding privacy laws and safeguarding confidential information. All employees, directors, and officers are expected to safeguard all confidential information maintained by LA Conservation Corps. No employee, director, officer, volunteer, independent contractor or agent of LA Conservation Corps may disclose confidential information to unauthorized individuals unless required by law or regulation. "Confidential Information" includes all non-public information learned as an employee, volunteer, independent contractor, officer, director or other agent of LA Conservation Corps, including, but not limited to:

- a. Non-public information that might be (i) of use to suppliers, vendors, joint venture partners or others, (ii) of interest to the press, or (iii) harmful to LA Conservation Corps or any of its constituents, if disclosed;

- b. Non-public information relating to the operations of LA Conservation Corps, including financial information, donor lists, mailing lists and any information relating to fundraising (including fundraising efforts, plans, ideas and proposals), minutes, reports and materials of the Board of Directors and its committees, and other documents identified as confidential;
- c. Non-public information about discussions and deliberations, relating to business issues and decisions, between and among employees, volunteers, officers and directors; and
- d. Non-public information about fellow employees, directors, officers or volunteers, or any other individuals about whom the Corps may hold information from time to time.

Training

LA Conservation Corps will provide training to employees and directors at least every two years regarding this Code.

Reporting Violations of the Code

It is the responsibility of all employees, directors, officers, volunteers, independent contractors and agents of LA Conservation Corps to report violations or suspected violations of this Code immediately. A report should be made to a supervisor, Human Resources, the Compliance Officer, Chief Executive Officer or the top executive officer. Reports of non-compliance with this Code will be kept confidential to the extent permitted by law and the need to properly investigate the allegation. The Compliance Officer will review all reports of violations or suspected violations and inform the Chair of the Board and the Chair of the Audit Committee so that the allegations are investigated. Individuals may also file a confidential or anonymous report as indicated below.

To File a Report

- Toll-Free Phone: Call (800) 422-1457 to file a report.
- Internet: From any computer with Internet access (home, public library, neighbor, etc.), go to www.ethicspoint.com and click on "File a Report." Enter "LACORPS" in the space requesting the name of the organization being reported on.

Violations of the Code

Any violation of the Code by an employee, officer, director, independent contractor, volunteer or agent of LA Conservation Corps may result in disciplinary action, up to and including the termination of employment, board service, volunteer service, or contract. LA Conservation Corps will not retaliate, nor tolerate retaliation against anyone who, in good faith, reports a suspected violation of the Code.
