

TURTLE SURVIVAL ALLIANCE FOUNDATION
(the “Corporation”)

CODE OF ETHICS

The members of the Board of Directors, officers and employees (each an “Individual”) of the Corporation are expected to adhere to high ethical standards of conduct in the performance of their duties, observe all laws and regulations governing the Corporation’s operations, compete fairly with others, and use the Corporation’s funds only for legitimate and ethical purposes. The following principles must always be observed:

1. Each Individual should exercise the highest standards of care, including diligence and prudence, when conducting any activity on behalf of the Corporation.
2. Each Individual should, in all of his or her actions, act fairly, responsibly, without any personal benefit, and without bias in any direction in regard to all decisions, dealings or proposed courses of action.
3. Each Individual must not discriminate, harass or objectify any other Individual, contractor to TSA or volunteer to TSA, or condone any such discrimination, harassment or objectification by another Individual, based on gender, race, age, nationality, ethnicity, disability, religion or religious belief, sexual orientation, gender identity, results of genetic testing, marital status or military service.
4. Each Individual should assume that every situation and every action undertaken could be subject to full public scrutiny.
5. When negotiating on behalf of the Corporation, each Individual shall maintain an arm’s-length relationship with those with whom the Corporation may enter into contracts or other transactions in order to remain objective, both presently and in the future.
6. Each Individual has an affirmative and ongoing obligation to disclose to the Corporation any relationship, existing or prospective, that creates, potentially creates, or may appear to create a conflict of interest.
7. With respect to a potential transaction between the Corporation and a person or an entity with which an Individual is affiliated, such Individual shall not act as an advocate nor shall any special consideration or variation in the Corporation’s decision making process apply.
8. In the event of doubt, each situation should be resolved in accordance with the principle of avoiding even the appearance of impropriety. Any such matter should be brought to the attention of one of: the Individual’s immediate supervisor, the Corporation’s Executive Director, the Chair of the Board, or the Chair of the Governance Committee. Any person wishing to report a situation shall do so using the protocols set forth in the Corporation’s Whistleblower Policy.

To implement these principles, Individuals should take note of the following specific guidelines:

Conflicts of Interest. Although it is difficult to describe every conflict of interest situation that could affect the Corporation, in general, a conflict of interest arises when an Individual or a close relative or member of the household of such Individual holds or has held a position or has an interest or a belief that would tend to affect the Individual's independence of judgment in regard to a contract or other transaction or agreement affecting the Corporation. In particular, a conflict of interest may arise when the Individual has a material direct or indirect financial interest in the outcome of a decision or when the Individual has a legal interest or other conflict of loyalties that would not necessarily result in financial gain, but would interfere with the Individual's impartiality. Any potential conflict of interest should be disclosed to the Individual's immediate supervisor, the Corporation's Executive Director, the Chair of the Board or the Chair of the Governance Committee, and such Individual shall not participate in the decision making process with respect to that potential conflict.

Although not inclusive and intended only to provide guidance, the following activities illustrate types of potential or actual conflicts of interest that should be avoided and disclosed, as applicable, in accordance with this Code of Ethics (the "Code").

- *Self-benefit:* Using an Individual's position or relationships within the Corporation to promote his or her own interest or those of the Individual's family, including using confidential or privileged information gained in the course of employment at the Corporation for personal benefit or gain or for the personal gain or benefit of family members.
- *Influence peddling:* Soliciting personal benefits from outside organizations in exchange for advancement of the interests of those outside organizations within the Corporation.
- *Other business relationships and dealings:* Having a significant financial or other interest or relationship in a supplier or other business or entity that conducts or seeks to conduct business with the Corporation.
- *Property transactions:* Directly or indirectly leasing, renting, trading, or selling real or personal property to the Corporation.
- *Use of the Corporation's property for personal advantage:* Using or taking the Corporation's resources, including facilities, equipment, personnel, and supplies, for personal use or other unauthorized, non-Corporation activities.
- *Recording or reporting false information:* Misrepresenting, withholding, or falsifying information reported to external parties or used internally for decision making purposes, in order to derive personal benefit.

Confidential Information. Information should be considered confidential if it is not readily available to the public. Such information should not be disclosed or made accessible to anyone or any entity that does not have a legitimate and business-related need for such information (e.g., vendor bids and related information or employee personal data.) The Corporation retains the exclusive right to determine who shall be granted access to such information, and Individuals must exercise good judgment and care at all times regarding the dissemination of Corporation information. Upon termination of employment, Individuals must return to the Corporation all documents and materials that may contain confidential information.

Gifts and Gratuities. The acceptance of gifts, gratuities, significant discounts, commissions, loans or any other item(s) (singly, a "Gift," or collectively, "Gifts") by an Individual from any person or entity with whom the Corporation has or is contemplating having a business relationship (e.g., vendors, suppliers, or consultants) may create an appearance that the Gift is or was intended to influence the Individual respecting

Corporation matters. For that reason, Individuals may only accept Gifts of nominal (generally less than \$100) monetary value and that are not related in any way to an existing or pending transaction. This guideline is not intended to prohibit normal or customary business practices, such as meetings over meals, items given to participants in meetings and conferences, or token hosting gifts, as long as they are of a reasonable value and promote the Corporation's legitimate interests. Should an Individual believe there is an appropriate reason to make an exception for a specific situation, that Individual should contact his or her immediate supervisor prior to accepting the gift.

Honoraria, Payments or Royalties for Speaking Engagements, Articles, or Other Activities. Generally, the Corporation is not concerned when an Individual undertakes speaking engagements, writing articles or other activities if the time devoted to such activities does not interfere with the Individual's Corporation responsibilities. Any payments for such activities should only be accepted, however, if the materials prepared and all activities undertaken in connection with such activities are on personal time, and such Individual is not representing, or purporting to represent, Corporation at such activities. Should an Individual believe there is an appropriate reason to make an exception for a specific situation, that Individual should contact his or her immediate supervisor prior to accepting a Gift. Travel costs and expenses incurred in connection with any activities that are not Corporation-related must be borne by the Individual.

Discrimination and Harassment. Harassment is conduct that has the purpose or effect of creating an intimidating, hostile, or offensive work environment; has the purpose or effect of substantially and unreasonably interfering with an Individual's work performance; or otherwise adversely affects an Individual's employment opportunities because of the Individual's membership in a protected class. Harassment includes, but is not limited to, epithets; slurs; jokes; pranks; innuendo; comments; written or graphic material; stereotyping; or other threatening, hostile, or intimidating acts based on race, color, ancestry, national origin, gender, sex, sexual orientation, marital status, religion, age, disability, veteran status, or other characteristics protected by state or federal law.

"Sexual harassment" is generally defined under both state and federal law as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature where:

- Submission to or rejection of such conduct is made either explicitly or implicitly a term or condition of any Individual's employment or as a basis for employment decisions; *or*
- Such conduct has the purpose or effect of unreasonably interfering with an Individual's work performance or creating an intimidating, hostile, or offensive work environment.

Other sexually oriented conduct, whether intended or not, that is unwelcome and has the effect of creating a work environment that is hostile, offensive, intimidating, or humiliating to workers may also constitute sexual harassment. While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct that, if unwelcome, may constitute sexual harassment depending on the totality of the circumstances, including the severity of the conduct and its pervasiveness:

- Unwanted sexual advances, whether they involve physical touching or not;
- Sexual epithets, jokes, written or oral references to sexual conduct, gossip regarding one's sex life, comments about an individual's body, comments about an individual's sexual activity, deficiencies, or prowess;
- Displaying sexually suggestive objects, pictures, or cartoons;
- Unwelcome leering, whistling, brushing up against the body, sexual gestures, or suggestive or insulting comments;
- Inquiries into one's sexual experiences; *and*
- Discussion of one's sexual activities

Political Activities. The Corporation is limited with respect to engaging in electoral politics or lobbying activities. Although Individuals are free to engage in these types of activities on a personal basis, it is possible that an Individual's political activities could be mistakenly attributed to the Corporation. In order to avoid such attribution or any appearance of impropriety, an Individual should discuss any contemplated political activity with his or her immediate supervisor, the Executive Director, the Chair of the Board or the Chair of the Governance Committee prior to engaging in such activity. Further, Individual political activities should only occur during off-duty hours, at the Individual's own expense, and without the use of the Corporation's name, facilities, or equipment.

It is the responsibility of Individuals to report violations or suspected violations of this Code to their immediate supervisors, the Corporation's Executive Director, the Chair of the Board or the Chair of the Corporation's Governance Committee. Employees of TSA should refer to the TSA Employment Manual, and all Individuals should refer, for this purpose, to the Corporation's Whistleblower Policy, which contains a full protocol with respect to both reporting complaints and how reports will be dealt with.

I agree, as shown by my signature, that I have read this Code of Ethics and agree to act in accordance with it.

Individual's Signature

Individual's Printed Name

Date

Approved _____