

## ETHICS/CONFLICT OF INTEREST POLICY

### **PURPOSE:**

CAIR-FLORIDA associates will maintain the highest ethical standards in the conduct of company affairs. Intent of this policy is that each associate will conduct the company's business with integrity and comply with all applicable laws in a manner that excludes considerations of personal advantage or gain.

The following is a summary of the company's policy with respect to (1) gifts, favors, entertainment and payments given or received by company associates, (2) potential conflicts of interest and (3) certain other matters:

### **GENERAL POLICY APPLICATION:**

**Gifts, Favors, and Payments by the Company** - Gifts, favors, and payments may be given to others at company's expense, if they meet all of the following criteria:

1. They are consistent with accepted business practices,
2. They are of sufficiently limited value and in a form that will not be construed as a bribe or payoff,
3. They are not in violation of applicable law and generally accepted ethical standards, and
4. Public disclosure of the facts will not embarrass the company.

Payments, commissions, or other compensation to or for the benefit of associates of customers (or their family members or associates) not required by written contract are contrary to company policy.

### **Gifts, Favors, Entertainment and Payments Received by Company Associates -**

1. Associates shall not seek or accept for themselves or others any gifts, favors, entertainment, payments without a legitimate business purpose nor shall they seek or accept personal loans (other than conventional loans at market rates from lending institutions) from any persons or business organizations that do or seek to do business with or is a competitor of the company. In the application of this policy:

a. Associates may accept for themselves and members of their families common courtesies usually associated with customary business practices. These include but are not limited to:

- Lunch and/or dinner with vendors sometimes including spouses as long as the invitation is extended by the vendor.
- Gifts of small value from vendors such as calendars, pens, pads, knives, etc.
- Tickets to events (such as sports, arts, etc.) are acceptable if offered by the vendor and the vendor accompanies the associate to the event. These are not to be solicited by the company's associate and must be approved by the appropriate company officer.
- Overnight outings are acceptable under the condition that individuals from either other companies or the vendor are in attendance. The associate must have prior approval from the appropriate company officer.
- The receipt of alcoholic beverages is not acceptable.
- Gifts of perishable items usually given during the holidays such as cookies, nuts, etc., are acceptable.

b. A strict standard is expected with respect to gifts, services, discounts, entertainment or considerations of any kind from suppliers:

- Day outings such as golf, fishing, and hunting are acceptable with prior approval from the appropriate company official. The vendor must be in attendance and participation by the associate's family members is not acceptable.

- Use of vendor's facilities (vacation homes, etc.) by associates or families for personal use is prohibited. In the event the vendor is present for the duration of the visit, such a situation is acceptable as long as it is only once per year and for limited duration; i.e., a long weekend. The associate must have prior approval from the appropriate company officer.
- It is never permissible to accept a gift in cash or cash equivalent such as stocks or other forms of marketable securities of any amount.

2. Management associates should not accept gifts from those under their supervision of more than limited value.

**Conflict of Interest** - Associates should avoid any situation which involves or may involve a conflict between their personal interest and the interest of the company. As in all other facets of their duties, associates dealing with customers, suppliers, contractors, competitors, or any person doing or seeking to do business with the company are to act in the best interest of the company. Each associate shall make prompt and full disclosure in writing to their manager of any potential situation which may involve a conflict of interest. Such conflicts include:

1. Ownership by associate or by a member of their family of a significant interest in any outside enterprise which does or seeks to do business with or is a competitor of the company.
2. Serving as a director, officer, partner, consultant, or in a managerial or technical capacity with an outside enterprise which does or is seeking to do business with or is a competitor of the company. Exceptions to this can be approved by the Executive Director of CAIR-FLORIDA.
3. Acting as a broker, finder, go-between, or otherwise for the benefit of a third party in transactions involving or potentially involving the company or its interests.
4. Any other arrangements or circumstances including family or other personal relationships which might dissuade the associate from acting in the best interest of the company.

**Confidential Information** - The revelation or use of any confidential product information, data on decisions, plans, or any other information which might be contrary to the interest of the company without prior authorization, is prohibited. The misuse, unauthorized access to, or mishandling of confidential information, particularly personnel information, is strictly prohibited and will subject an associate to the Discipline Policy up to and including immediate discharge.

**Compliance** - Any violation of this policy will subject the associate to Administrative disciplinary action or immediate discharge. Any company associate having knowledge of any violation of the policy shall promptly report such violation to the appropriate level of management. Each vice president and company officer of CAIR-FLORIDA is responsible for compliance in their area of responsibility. When questions arise concerning any aspect of this policy, contact the corporate Vice President of Human Resources.