

Code of Conduct

For Directors, Officers, Staff
and Committee Members
as well as Founding and
Life Directors

Adopted:
October 27, 2011

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CODE OF CONDUCT STATEMENT (Organization File Copy)
CODE OF CONDUCT STATEMENT (Personal Copy)



**FIESTA BOWL ORGANIZATION
CODE OF CONDUCT**

The Fiesta Bowl organization is comprised of four tax-exempt 501(c)(3) nonprofit corporations: The Arizona Sports Foundation dba the Fiesta Bowl, Valley of the Sun Bowl Foundation, Fiesta Events, Inc. and The Arizona College Football Championship Foundation (collectively, the “Fiesta Bowl organization” or “organization”). The organization annually hosts the Tostitos Fiesta Bowl, Insight Bowl and more than 40 other community events. The Tostitos Fiesta Bowl is one of four bowl games included in the Bowl Championship Series (BCS) and the organization hosts the national championship game on a rotation basis.

MISSION STATEMENT

To stage annually two of the top college football bowl games in the nation, and to assist the cause of higher education with the highest university payments possible.

To have the people of Arizona host the most comprehensive pageant of community activities in the United States.

To be Arizona’s leading outlet for year-round sports and pageantry-related volunteer participation.

To give companies and organizations unique opportunities for involvement in supporting our efforts.

To be financially sound and to contribute strongly and regularly to the state’s economic development and to higher education nationwide.

To be a source of national pride for all Arizonans.

CONTACT INFORMATION

Ellie & Michael Ziegler Fiesta Bowl Museum & Offices
7135 East Camelback Road, Suite 190
Scottsdale, AZ 85251
480-350-0900
Open Monday through Friday, 8:30am – 5:00pm

Whistleblower Hotline Service:
Lighthouse Services, Inc.
Phone: 827-472-2110
Fax: 215-689-3885
Email: e.reports@lighthouse-services.com

CODE OF CONDUCT

Our Code of Conduct applies to all of the Fiesta Bowl organization's directors, officers, employees and committee members as well as its founding and life directors (collectively, "personnel"). Please read the Code of Conduct carefully. It is each of our responsibility to read and understand it and to continue to abide by it.

If you have questions, please ask your supervisor, the executive director or chief compliance officer. You also may call the organization's whistleblower hotline services number monitored by an independent company at any time.

1. HONESTY AND INTEGRITY

The Fiesta Bowl organization is entrusted with an important and worthy mission that demands that we achieve, and continue to sustain, the very highest level of public trust. Our organization focuses on the core values of honesty and integrity.

Honesty

Honesty in all that we do is critical for the Fiesta Bowl organization to be able to fulfill its exempt mission and public interest purposes. We are devoted to doing the right thing in the right way and being an organization worthy of the utmost trust.

Integrity

Integrity is all about our personal and organization values. The reputation of the entire Fiesta Bowl organization depends upon how we each act on a daily basis.

We are proud of the Fiesta Bowl organization. It is important for each of us to always demonstrate our ongoing commitment to the core values of honesty and integrity as well as our commitment to fairness, openness, respect and responsibility.

2. BUSINESS CONDUCT

We emphasize honesty, integrity, fairness and mutual respect for one another and the people we work with in our workplace and at the games, events and other activities which we host. The contribution of every person in the organization is valued. This applies to all of our personnel including our directors, officers, employees, committee members as well as our founding and life directors.

Everyone in our organization needs to understand and comply with the following important information:

Books and Records

Accurate record keeping is critical for our organization. All transactions must be properly authorized and accurately recorded on the organization's books. We must report all organization financial and business information, including travel and other business expenses, in an accurate and timely manner. Falsifying organization information, funds or assets is prohibited.

Computer and Electronic Technologies

The organization's computer and other electronic technologies including computers, phones, computer network(s), software and internet services access are the property of the organization. The organization computers must be used in accordance with all applicable software agreements and laws. Web sites that contain content which is illegal, sexually explicit or discriminatory are unacceptable and should not be accessed using the equipment or networks of the Fiesta Bowl organization. Our systems also are not to be used to create, store, or transmit information that is hostile, abusive, sexually explicit, discriminatory, or unlawful and employees must not knowingly receive, send or store messages which contain such information.

Occasional personal use of phones, email, internet services and voice mail is acceptable provided that it is lawful and appropriate. However, employees must not use organization computers, network or internet services to operate a part-time business or to conduct other non-Fiesta Bowl business activities and the use of instant messaging services and participation in internet discussion groups, chat rooms or other public forums for personal use are also prohibited on our organization computers and at our workplace. No Fiesta Bowl facilities, resources or assets may be used at any time to engage in any political activities.

The Fiesta Bowl organization respects the privacy of our employees. However, authorized organization representatives may monitor and inspect the organization's computer and electronic technology systems, equipment and networks at any time, without notice, and you consent to this monitoring and understand the information created, stored and/or transmitted through our systems is not private.

Confidential Information

The Fiesta Bowl organization's confidential and proprietary information is a valuable asset of the organization. This information includes, without limit, our sponsor information, game and event processes and procedures, financial data, pricing and cost data, trade secrets and know-how, ticketing and other computer programs, wage and salary information, marketing, promotion and sales programs as well as our supplier, vendor, contractor and subcontractor information.

Confidential organization information also includes information that has been given to the Fiesta Bowl organization to protect such as personal privacy data belonging to employees or other parties and the confidential or proprietary information from our sponsors, suppliers and other business partners.

All of this information must be used solely for organization purposes and should never be used for personal gain. Confidential and proprietary information should only be shared with those people who are authorized to see it and who need the information to perform work on behalf of the organization. No information should be shared with anyone where the disclosure is prohibited by an agreement with another party.

Unauthorized disclosure of confidential or proprietary information may damage our business as well as the businesses of our sponsors, suppliers, vendors and other business partners. Any unauthorized disclosures also may also violate the law and could result in fines, penalties, or legal action against the organization or personnel involved. Each of us has a duty and obligation to protect our confidential and proprietary information which continues even after your relationship ends with the organization.

Conflicts of Interest

Each of us must make our organization business decisions based on the best interests of the Fiesta Bowl organization rather than our own personal interests. We should not participate in any activity that could interfere with our loyalties or objectivity to the Fiesta Bowl organization.

Even the appearance of a conflict of interest could harm the organization. Organization personnel shall not engage in any conduct, including, without limit, attending or participating in any Fiesta Bowl organization activities, events or functions in any situation where such person's attendance or participation could embarrass the organization, compromise its reputation, or otherwise raise questions about our honesty and impartiality.

Conflicts of interest may occur in many different situations including the following:

Business Relationships

Your personal business relationships must never influence the decisions you make for our organization. For example, a conflict of interest may arise when the organization does business with a sponsor, supplier, or customer, in which you or members of your immediate family directly or indirectly have a personal financial or investment interest or other compensation arrangement.

Also, serving as a director, officer, consultant, owner, or employee of any company that does business with us can create a conflict of interest even if you receive no money for your services.

Corporate Opportunities

Directors, officers and other employees are prohibited from taking, or directing anyone else to take, for their own personal gain any business opportunity discovered through the use of Fiesta Bowl organization information or their position with the organization.

Employment; Work Assignments

Accepting outside employment or other work assignments from our sponsors, suppliers, or other vendors may create a conflict of interest or the appearance of a conflict of interest.

Accepting Gifts

Our personnel should not accept gifts that would undermine, or would give the appearance of undermining or otherwise would influence your business judgment on behalf of the organization. It also is important for you to never solicit gifts from the people with whom we do business.

Any activity that appears to present a conflict of interest must be reported to management, the chief compliance officer or the Executive Committee. The Board of Directors of the Fiesta Bowl organization also has adopted a conflict of interest policy applicable to all directors and officers of the organization to ensure compliance with all applicable laws and regulations.

Diversity

We strive to have a workplace environment where everyone is treated with honesty, integrity and mutual respect so that each person has an opportunity to grow and succeed. The Fiesta Bowl organization is committed to making sure that all of its personnel are able to participate and contribute to the overall success of the organization.

Drugs and Alcohol

The Fiesta Bowl organization maintains a workplace environment that is free from the effects of the illegal use or misuse of drugs and alcohol. These activities could threaten our ability to accomplish our charitable mission and public interest purposes.

We will not tolerate any illegal use or misuse of drugs or alcohol while organization personnel are engaged in foundation business or while working at organization activities, with the exception of reasonable, lawful alcohol use at organization-sponsored events. All employees are subject to screening and to drug and alcohol testing in accordance with applicable state and federal laws.

Equal Employment Opportunity

The Fiesta Bowl organization is an equal opportunity employer. We are committed to a workplace environment free from discrimination and will not tolerate discrimination of any kind. All of the organization's personnel are expected to treat one another fairly and with mutual respect. We will provide equal employment opportunity for all persons without regard to age, race, color, gender identity, sex, sexual orientation, religion or other protected group status as defined by applicable laws.

Personnel Safety

The safety of all organization personnel is of the utmost importance. Each of us is responsible for ensuring that organization activities and operations are conducted safely and that all applicable safety rules and practices are observed.

If you observe or experience any work-related accident, illness, unsafe conditions or practices, please report the incident to your supervisor, management, the chief compliance officer or the organization's whistleblower hotline service monitored by an independent company.

Privacy

Information about each of our employees and his or her employment with the Fiesta Bowl organization is confidential. This information may only be used for valid business purposes. The Fiesta Bowl organization complies with and abides by the Health Insurance Portability and Accountability Act of 1996 (HIPAA) as issued by the U.S. Department of Health and Human Services.

Trademarks and other Intellectual Property

The Fiesta Bowl organization's intellectual property is a valuable asset and includes our Fiesta Bowl and related trademarks. The organization owns all inventions, discoveries, and trade secrets created by our employees, contractors or consultants while working on the job or otherwise produced using organization resources. We must respect and protect all of the organization's intellectual property including all trademarks, logos or other intellectual property belonging to our sponsors and other third parties.

Workers' Compensation

The Fiesta Bowl organization provides workers' compensation benefits for any employee who rightfully qualifies. However, fraudulent activity of any sort is a serious violation of the organization's policies and any possible abuses of the system should be reported to your supervisor, management, the chief compliance officer or the organization's whistleblower hotline service monitored by an independent company.

Workplace Violence

The Fiesta Bowl organization is committed to providing a safe working environment. Each of us has the right to be free from improper or offensive conduct in our work and we will not tolerate any type of harassment or other verbal or physical conduct which is harmful or unreasonably disrupts another person in his or her work. This includes any behavior which is directed at another person because of his or her age, race, color, sex, sexual orientation, religion or other protected group status as defined by applicable laws.

Other prohibited behaviors include, without limit, physically injuring another person, intentionally damaging property of the organization or another person, vandalism, making threatening remarks or taking any other actions which cause another person to believe that they may be harmed.

If you observe or experience workplace harassment or observe any other behavior which is or could become violent or dangerous, please report the incident to your supervisor or management. If you believe that anyone is in immediate danger, please call 911 as soon as possible.

3. GOVERNANCE POLICIES

Each of us must comply with this Code of Conduct as well as the Fiesta Bowl organization's other governance policies. These policies include the following:

Code of Ethics

Our Code of Ethics reinforces our commitment to the highest ethical and legal standards. The Code of Ethics recognizes that our organization is defined by the people who work for it, and that our board members, executive leaders, staff, volunteers and other organization personnel must demonstrate their ongoing commitment to the core values of honesty, integrity, honesty, fairness, openness, respect, and responsibility.

Conflict of Interest Policy

The purpose of our Conflict of Interest Policy is to establish guidelines and procedures to help protect the interests of the Fiesta Bowl organization when the organization is contemplating entering into any transaction or arrangement that could potentially benefit the private interest of an officer or director of the organization.

Expense Reimbursement Policy

Our Expense Reimbursement Policy establishes standards and procedures for reimbursing business travel and entertainment expenditures and other business expenses incurred by directors, officers, staff, volunteers and any other third parties on behalf of the organization.

Political Activity Policy

The Fiesta Bowl organization's Political Activity Policy establishes rules, restrictions and guidelines regarding prohibited political activities of the organization and its directors, officers and employees. As a charitable organization, the Fiesta Bowl organization is prohibited from directly or indirectly contributing to, or supporting or opposing, political parties, candidates or campaigns.

Record Retention and Document Destruction Policy

The Fiesta Bowl organization's business records and documents are to be retained and destroyed in accordance with our Record Retention and Document Destruction Policy. The policy is designed to ensure compliance with federal and state laws and regulations, to reduce the risk of accidental destruction of records earlier than intended, and to facilitate operations by promoting efficiency and freeing up valuable storage space.

Ticket Policy

The purpose of the organization's Ticket Policy is to establish standards for the provision of complimentary tickets, discounted tickets, and access to tickets by directors, officers, employees, consultants and agents of the organization. The Fiesta Bowl organization does not tolerate the use of tickets for the personal gain or benefit of organization personnel, consultants or agents. The organization also must comply with all federal, state and tribal laws governing the provision of tickets and invitations, including the provision of any complimentary, discounted or access to tickets for the direct or indirect benefit of any public official.

Whistleblower Protection Policy

Our Whistleblower Protection Policy establishes procedures for the investigation of suspected violations of the organization's Code of Ethics, Code of Conduct or other standards of conduct as well as any suspected improper, fraudulent or dishonest use or misuse of organization resources or property by personnel, volunteers or consultants of the organization. The organization also maintains a 24-hour whistleblower hotline services number monitored by an independent company to help facilitate the administration of the policy.

4. SPONSORS, CUSTOMERS AND VOLUNTEERS

Our sponsors, customers and volunteers are the reason we have a business. To host quality games and events, it is essential for us to always communicate honestly and fairly and strive to meet or exceed the expectations and needs of our sponsors, customers and volunteers. It is also important for each of us to understand and comply with the following:

Advertising

Fiesta Bowl organization advertising must provide clear and accurate information about our games and events, merchandise, pricing and services. We never resort to deceptive advertising.

Bribes and Kickbacks

A bribe or kickback is the giving or accepting of money, credits, gifts, favors, or anything else of value that is directly or indirectly provided in return for other favorable treatment. Bribes or kickbacks will not be tolerated and organization personnel must never offer, give, ask for, or take any form of bribe or kickback.

Contracts

We always negotiate in good faith, comply with our contracts, and resolve any disputes promptly with integrity and mutual respect. We treat our business partners and other contract parties fairly and in accordance with the terms of the contract and other applicable laws and regulations.

Government Officials and Employees

Organization personnel who interact with government officials and employees are prohibited from providing anything of value to any government official or employee unless they have received prior authorization from the Executive Committee, the executive director and chief compliance officer, or have otherwise obtained approval in accordance with any applicable governance policies of the organization.

5. OUR ARIZONA COMMUNITY

We are proud of the Fiesta Bowl organization. We are committed to improving the quality of life in our community and throughout the State of Arizona and strive to:

- Be responsible corporate citizens.
- Support organizations that contribute to the success of their communities through youth, sports, education and human services.

Corporate Citizenship

We conduct ourselves in a responsible manner and are devoted to doing the right thing in the right way. It is important for everyone in the organization to always demonstrate our ongoing commitment to our core values of honesty and integrity as well as our commitment to fairness, openness, respect and responsibility.

Community Support

The Fiesta Bowl organization is entrusted with an important and worthy mission and is dedicated to supporting organizations that contribute to the success of their communities through youth, sports, education and human services.

6. SUPPLIERS AND VENDORS

We maintain good relationships with our suppliers, vendors and other business partners. The organization selects its suppliers, vendors and business partners fairly and objectively.

We negotiate in good faith, deal honestly and comply with our contracts. We honor our commitments in accordance with the terms of the contract and other applicable laws and regulations, and we resolve any disputes promptly with integrity and mutual respect.

7. STAKEHOLDERS

We are a tax-exempt 501(c)(3) charitable organization. We manage our organization ethically and in a manner which is consistent with our mission and public purposes and are devoted to doing the right thing in the right way.

Trust and Respect

We must maintain the trust and respect of our stakeholders and Arizona community. Each of us must always demonstrate our ongoing commitment to the core values of honesty and integrity as well as our commitment to fairness, openness, respect and responsibility in order to be an organization worthy of the utmost trust.

Communications

We are committed to providing timely and accurate information to the public about the organization as well as its business and financial results in compliance with all applicable laws and regulations. To prevent unauthorized disclosures, designated spokespersons are authorized to communicate with the community and the media about the organization.

If you receive an inquiry from the media, do not respond to them, but rather direct the inquirer to our communications department and let this department respond to the inquiry.

8. OUR RESPONSIBILITIES

Each of us has a responsibility to report any known or suspected violation of our Code of Conduct, governance policies or other applicable laws or regulations.

Reporting

You can always report any known or suspected violations to your supervisor, management and/or the chief compliance officer in accordance with the whistleblower protection policy. In addition, you can report your concerns anonymously by calling the 24-hour whistleblower hotline service number monitored by an independent company.

Ethics and Integrity

We want the Fiesta Bowl organization to be a leader in ethics and integrity and an organization worthy of the utmost trust. The reputation of the entire Fiesta Bowl organization depends upon how we each act on a daily basis.

By responsibly asking questions or identifying perceived problems, you are helping the organization enhance its reputation for honesty and integrity and are helping to ensure that our Code of Conduct and other governance policies are complied with and enforced.



FIESTA BOWL ORGANIZATION

CODE OF CONDUCT STATEMENT

(Organization File Copy)

I have received the Code of Conduct of the Fiesta Bowl organization. I understand its contents and accept my obligation and responsibility for maintaining the organization's reputation for ethics and integrity. I understand that violations of the Code of Conduct and organization governance policies are subject to disciplinary action, up to and including termination and I hereby acknowledge and agree that, as of the date hereof, I am not aware of any such violations which have not been previously reported.

Name (Print) _____

Signature _____

Date _____

Position _____

Please give this copy to your supervisor or management for placement in your organization personnel file.



FIESTA BOWL ORGANIZATION

CODE OF CONDUCT STATEMENT

(Personal Copy)

I have received the Code of Conduct of the Fiesta Bowl organization. I understand its contents and accept my obligation and responsibility for maintaining the organization's reputation for ethics and integrity. I understand that violations of the Code of Conduct and organization governance policies are subject to disciplinary action, up to and including termination and I hereby acknowledge and agree that, as of the date hereof, I am not aware of any such violations which have not been previously reported.

Name (Print) _____

Signature _____

Date _____

Position _____

Please keep this copy for your own personal records.