

CODE OF ETHICS

Approved and adopted by the Board of Directors February 13, 2008;
Revised and approved by the Board of Directors June 8, 2011
Revised and approved by the Board of Directors December 2, 2013

INTRODUCTION

The Museum of Latin American Art, a 501c3 non-profit institution is committed to serving the public by providing dynamic exhibitions, collections and educational programs. The Board of Directors, Staff and Volunteers have the responsibility to act, protect and support the mission of the Museum; the Museum of Latin American Art expands knowledge and appreciation of modern and contemporary Latin American art through its collection, ground-breaking exhibitions, stimulating educational programs and engaging cultural events.

The community expects the Museum to conduct all of its activities with the highest level of moral and ethical consciousness. To this end, this document is intended to establish certain policies to guide the Museum's Board, Staff and Volunteers with respect to standards of ethical conduct.

The **Board of Directors** will review the Code of Ethics on an annual basis. The Board's responsibilities include:

- The governance and financial well-being of the institution
- To ensure that the mission is being implemented
- To set the strategic direction of the museum
- To ensure that the code of ethics is being followed

Every **staff member** will receive a copy of the *Code of Ethics* upon hire and will be required to adhere to the standards outlined in this policy as a condition of employment. The Code of Ethics will be reviewed with all staff members at an annual meeting headed by the Museum's President.

- Staff members have the responsibility to always act in a manner that supports the museum's mission
- Staff members should not abuse their official position or contacts with the community
- Staff members recognize that they are representatives of the institution at all time.

MOLAA Management has the added responsibility for demonstrating, through their actions the importance of this Code. In any business, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example.

To make this Code work, managers must be responsible for promptly addressing ethical questions or concerns raised by employees and for taking the appropriate steps to deal with such issues.

Volunteers will review this document at the volunteer orientation on a yearly basis. Volunteers have the responsibility to help achieve the mission of the museum and are expected to act professionally and be courteous during their work at MOLAA.

All of the statements made in this code of ethics apply equally to volunteers.

CONFIDENTIALITY

Museum Board of Directors, Staff and Volunteers have the legal and ethical responsibility to protect the privacy of employees, visitors and all proprietary information. All information that is received regarding the institution, staff, events, sponsors and visitors, directly or indirectly, is completely confidential and must not be discussed or released in any form to any individual or public entity such as the media. Breach of confidentiality is considered a serious violation of this policy.

CONFLICTS OF INTEREST

It is important that Board of Directors, employees and volunteers avoid conflicts of interest and any situation where there might be a perception of a conflict of interest in order to maintain a high standard of conduct. The Board, staff and volunteers may not use their position or affiliation for personal gain or to promote activities contrary to the interest of the Museum. The reputation and name of the Museum are valuable assets that cannot be exploited for the advantage of any person or entity.

A conflict of interest is a situation in which an individual's private interest or outside economic interest interferes with their duties and responsibilities at MOLAA or with MOLAA's general activities. Individuals must be very careful that their relationships with members or other individuals, or other activities do not subject them or MOLAA to undue criticism. Individuals must refrain from engaging in any activity which is or could be in conflict with their status as a MOLAA Board Member, employee, or volunteer. This includes the use of one's relationship with MOLAA for personal profit or advantage.

Any employee or volunteer needing advice about a potential conflict of interest should consult with the Museum's President. If an employee's outside activity is determined to constitute a conflict of interest, and the activity continues beyond a reasonable amount of time, disciplinary action will result, up to and including termination of employment, including board and volunteer service.

Board of Directors may consult with the Chairman of the Board and must disclose any potential or perceived conflict.

On an annual basis the Board will be required to submit a Conflict of Interest disclosure. Refer to Appendix A.

OUTSIDE EMPLOYMENT

Employees shall not engage in outside employment that could affect or be perceived to affect their ability to perform regular job duties. Outside employment unrelated to one's job duties at the museum is permissible, as long as it does not interfere with regular duties and does not conflict with the museum's mission.

Outside employment is defined as "receiving compensation for services rendered" in addition to the employee's salary received from MOLAA. Employees must advise the HR Department or the Museum's President of any outside employment (on either a salary or a fee basis).

Where not prohibited, outside employment is regulated by certain MOLAA rules. If engaged in outside employment, employees must follow the requirements set forth below:

- a. No outside employment may be engaged in during the employee's working hours at MOLAA.
- b. No employee may use MOLAA's facilities, phone, supplies, equipment or other personnel to engage in outside employment activities.
- c. No solicitation or coercion of employees, members or other persons is allowed within MOLAA's facilities with respect to any outside employment.

Any employee needing advice about a potential conflict of interest should consult with the Museum's President. If an employee's outside activity is determined to constitute a conflict of interest, and the activity continues beyond a reasonable amount of time, disciplinary action will result, up to and including termination.

INTELLECTUAL PROPERTY

Any materials created by an individual while working as a MOLAA employee and commissioned by the museum is intellectual property belonging to the Museum of Latin American Art.

GIFTS, ENTERTAINMENT, FAVORS

Employees are expected to follow the highest ethical standards in the conduct of MOLAA business with vendors of goods and services. From time to time, employees may be offered gifts, entertainment or other favors from a supplier, contractor or organization with which MOLAA has business dealings. Beyond nominal gifts and common courtesies, no item of value (value must not exceed \$50) can be accepted by a MOLAA employee.

Furthermore, all employees should understand that entering into a personal relationship with employee of a supplier, contractor or other organization having financial dealings with MOLAA creates a possible conflict of interest that requires full disclosure.

COLLECTION

As stated in the MOLAA mission, the museum is responsible for the collection, preservation, presentation and interpretation of modern and contemporary Latin American art.

The acquisition and maintenance of personal collections by museum staff, Board and volunteers must be carefully weighed against the interests of the Museum. Board of Directors and staff members may not compete with the museum in any personal collecting activity or use their position with the museum to enhance a personal collection. Staff members may not participate in dealing (buying or selling for profit), bartering or trading of objects related to the types of objects in the museum's collection. The interest of the Museum, strategic collecting plan and goals must be considered primary to any personal interest.

Acquisitions/Accessions

Newly acquired works of art shall be consistent with MOLAA's mission and collection goals and will follow the procedures outlined for acquisitions within the Museum's collections policy. Objects that have not been ethically obtained or obtained in violation of state and federal laws shall not be acquired or exhibited by the museum.

Staff may not appraise or estimate the value of an object. Museum staff shall not provide referrals to individual appraisers.

Deaccessions

All objects for deaccession must be approved by the President and CEO and the Board of Directors following the procedures outlined in the Museum's Deaccessioning Policy. Any funds realized by deaccessioning shall only be used to purchase works of art for the MOLAA Permanent Collection. Deaccessioning must be done within an ethical and legal context following the Museum's Collection Management policy. Private sale or exchange of pieces from the permanent collection to employees, volunteers and Board of Directors, their families or representatives is prohibited. These individuals are not prohibited from participating in approved public sales in which the general public has equal participation. Any and all monies obtained from the sale of deaccessioned works of art must be restricted to purchases of works of art for the permanent collection.

DEVELOPMENT

It is the policy of the development department that all philanthropic fundraising activities serve to maximize available financial resources for the institution.

Stewardship and Recognition

All contributions received will be used in accordance with any written agreements between donors and MOLAA. All gifts will be used for the purpose for which they were given. All gifts will be acknowledged and recognized appropriately by the Development Department.

Confidentiality

MOLAA will honor its commitment to donors by not disclosing privileged information to unauthorized parties.



Commissions

In accordance with the Association of Fundraising Professionals’ guidelines, MOLAA Board Members, staff and volunteers will not pay, seek, or accept finder’s fees, commissions or percentages based compensation for obtaining philanthropic funds.

PUBLIC PROGRAMS

MOLAA’s public programs are designed to serve the mission of the museum and serve a broad and diverse audience. MOLAA is committed to be accessible and encourage the participation of the widest possible audiences.

POLICY REVIEW AND COMPLIANCE

Any employee or volunteer who is requested to engage in any activity which is or may be contrary to this Policy will promptly report such information to the President or the Human Resources Department. Board members should report any unethical activity to the Chairman of the Board.

Any employee who acquires information that gives the employee reason to believe that any other employee is engaged in conduct forbidden by the Policy will promptly report such information to the manager to whom the employee reports or, if the manager is engaged in such conduct, to the President.

Illegal or unethical activity should be reported to the President and/or the Human Resources Department without fear of retaliation. Refer to the Whistleblower Policy on Appendix B.

I _____ have received and read a copy of this Code of Ethics policy statement, understand all of its terms and agree to be bound by the provisions contained therein.

Signature: _____ Date _____

Conflict of Interest Policy

For Officers, Directors and Staff Members

Members of the Museum of Latin American Art's Board of Directors and Staff shall not derive any personal profit or gain, directly or indirectly, by reason of his or her participation in the Museum of Latin American Art. Each individual shall disclose to the Museum of Latin American Art any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of the Museum of Latin American Art's Board of Directors and Staff shall refrain from obtaining any list of the Museum of Latin American Art members or sponsors for personal or private solicitation purposes at any time during the term of their affiliation.

In addition to my service for Museum of Latin American Art, at this time I am a Board member or an employee of the following organizations:

- 1.
- 2.
- 3.
- 4.
- 5.

This is to certify that I, _____ except with regard to carrying out my duties as an officer, director or staff member of the Museum of Latin American Art or as described below, am not now nor at any time during the past year have been:

- 1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party; doing business with the Museum of Latin American Art which has resulted or could result in personal benefit to me.
- 2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Museum of Latin American Art.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in the persons or organizations having transactions with the Museum of Latin American Art.

I acknowledge that I have received, read, and understand the Conflict of Interest Policy of the Museum of Latin American Art.

Signature: _____ Date _____

Print Name: _____

WHISTLEBLOWER POLICY

Pursuant to California Labor Code Section 1102.5, employees are protected. A “whistleblower” is an employee who discloses information to a government or law enforcement agency where the employee has reasonable cause to believe that the information discloses:

1. A violation of a state or federal statute,
2. A violation or noncompliance with a state or federal rule or regulation, or
3. With reference to employee safety or health, unsafe working conditions or work practices in the employee’s employment or place of employment.

MOLAA is committed to conducting all matters concerning the museum in an ethical manner and in accordance with the law. As an employee of the Museum of Latin American Art it is your responsibility to report immediately, any and all irregularities of which you become aware, which might indicate the actual or suspected existence of illegal or dishonest activities such as, loss, fraud, embezzlement or similar impairment of MOLAA funds or property. The employee must exercise sound judgment to avoid baseless allegations. An employee who intentionally files a false report of wrongdoing will be subject to disciplinary action up to and including termination.

All reports of illegal and dishonest activities should be promptly submitted to the Museum’s President or the Human Resources Manager who is responsible for investigating and coordinating corrective action. Otherwise, you may also report information you may have regarding possible violations of state or federal statutes, rules, or regulations, or violations of fiduciary responsibility by a corporation or limited liability company to its shareholders, investors, or employees, **call the California State Attorney General’s Whistleblower Hotline at 1-800-952-5225**. The Attorney General will refer your call to the appropriate government authority for review and possible investigation.

If you become aware or suspicious of any irregularity and fail to report the facts immediately, the failure to report will subject you to disciplinary action, up to and including termination.

Whistleblower protections are provided in two important areas -- confidentiality and against retaliation. Insofar as possible, the confidentiality of the whistleblower will be maintained. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense. The Museum will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact the Human Resources Manager immediately. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

Employees with any questions regarding this policy should contact the Museum’s President or the Human Resources Manager.

I acknowledge that I have received, read, and understand the Whistleblower Policy of the Museum of Latin American Art.

Signature: _____ Date _____

Print Name: _____