

# CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

The Dallas Convention & Visitors Bureau (including Visit Dallas, the Dallas Sports Commission, and Dallas Film and Creative Industries Office) (“DCVB”) is committed to achieving the highest standards of professionalism and ethical conduct in its operations and activities and to comply with all applicable laws. This policy is intended to increase awareness of potential conflicts of interest and establish a procedure for reporting them.

DCVB employees and members of the DCVB Board of Directors (“Board Member(s)”) are expected to represent DCVB in a positive and ethical manner. Thus, employees and Board Members have an obligation to avoid conflicts of interest. No employee or Board Member may engage in any business or conduct or enter into any agreement or arrangement that would give rise to actual or potential conflicts of interest. No employee or Board Member should permit himself or herself to be placed in a position that might give rise to the appearance that he or she has a conflict of interest.

If an employee or Board Member violates this policy, DCVB will take corrective action, including if appropriate discipline up to and including termination of employment or removal from the DCVB Board of Directors.

This policy is not intended to restrict communications or actions protected or required by state or federal law.

## Conflicts of Interest

Employees and Board Members should always act in the best interest of DCVB and not permit outside interests to interfere with their job duties or oversight responsibilities. DCVB prohibits all employees and Board Members from using their position with DCVB or DCVB's relationship with its clients, customers, vendors, suppliers, contractors, and similar entities (collectively, “**Business Associate(s)**”) for private gain or to obtain benefits for themselves, members of their family, or any third party, or to engage in any activity, practice, or conduct which conflicts with, or appears to conflict with, the interests of DCVB or its Business Associates.

Business Associates may include a sole proprietorship, partnership, firm, corporation, limited liability company, holding company, joint-stock company, receivership, trust, unincorporated association, or any other entity recognized by law.

A member of an employee's or Board Member's family includes, without limitation, their spouse or domestic partner, siblings or half-siblings, children (whether natural or adopted), grandchildren, parents or grandparents, aunts or uncles, nieces and nephews, and cousins (“**Relative(s)**”).

For purposes of this Policy, a potential conflict of interest occurs when an employee's or Board Member's outside interests (for example, financial or personal interests) interfere with DCVB's interests or the employee's or Board Member's work-related duties. For example, a conflict of interest can occur when an employee or Board Member is in a position to influence a decision that may result in a personal gain for the employee, Board Member, or their Relatives as a result of DCVB's business dealings. Or when outside work, outside employment, or a personal business venture interferes with your work performance at DCVB.

Similarly, a conflict of interest can occur when an employee, Board Member, or their Relatives has a Substantial Economic Interest in a Business Associate. For the purposed of this Policy, a person has a Substantial Economic Interest in a Business Associate if:

- (a) The person owns ten percent (10%) or more of the voting stock, shares, or other ownership interest in the Business Associate or owns either ten percent (10%) or more, or \$15,000.00 or more, of the fair market value of the Business Associate; or
- (b) Funds received by the person from the Business Associate exceed ten percent (10%) of the person's gross income for the previous year.

For the purposes of determining a Substantial Economic Interest, ownership of an interest in a mutual or common investment fund that holds securities or other assets does not constitute direct or indirect ownership of such securities or other assets unless the person in question participates in the management of the fund.

Recognizing that the amount of business done by DVCB with any publicly held company has virtually no effect on the total financial results of such company, Substantial Economic Interest shall not include the ownership of shares in a publicly held corporation.

In addition, Employees and Board Members may not:

- engage in, directly or indirectly, either on or off the job, any conduct which is disloyal, disruptive, competitive, or damaging to DVCB
- engage or participate in any illegal acts in restraint of trade
- enter into any employment relationship (which for the purposes of this policy includes in the capacity of independent contractor, consultant, or other means of providing services) with any organization that does business with, or competes with, DVCB
- serve as an employee, advisor or consultant to any organization that does business with or competes with DVCB unless the activity is conducted as an authorized representative of DVCB.

The examples in this section are illustrative only and are not intended to describe every situation that could constitute a conflict of interest. If you have questions about whether a situation is a potential conflict of interest, or other questions about his policy, please contact the VP of Compliance and Legal Affairs.

### **Favors and Gifts**

Business decisions should be made in the best interests of DVCB. Employees, Board Members, and Relatives are prohibited from accepting gifts, favors, payments, discounts, or loans from existing or prospective Business Associates, or any other party doing business with or seeking to do business with DVCB, except for reasonable business entertainment such as a lunch, dinner, and attendance at cultural, sporting, or business events, so long as there is a legitimate business purpose for accepting such entertainment and the value is not excessive. The receipt of cash or cash equivalent gifts (e.g., gift cards) of any value is prohibited.

DVCB also prohibits Employees, Board Members, and Relatives from giving gifts or favors to any existing or prospective Business Associate, or any other party doing business with or seeking to do business with DVCB, except for occasional and infrequent gestures where the value is not excessive. The giving of cash or cash equivalent gifts (e.g., gift cards) of any value is prohibited.

Nothing herein shall limit the right of DVCB to initiate an investigation related to the receipt or giving of any favors or gifts, and to take such action as DVCB deems appropriate as a result of such investigation.

### **Reporting Procedure**

Employees and Board Members must, when first employed or appointed to the Board of Directors, and on an annual basis thereafter, read and certify compliance with the DVCB Code of Ethics and Conflict of Interest Policy, including disclosing any potential conflicts of interest.

If at any time between annual certifications you become aware of any potential conflict of interest or ethical concern regarding your employment or position as a Board Member, you must immediately supplement your annual certification by completing and submitting an updated certification.

In addition, if at any time you become aware of any potential conflict of interest or ethical concern regarding another employee or Board Member, you must promptly speak to, write, or otherwise contact your direct supervisor or, if the conduct involves your direct supervisor, the VP of Compliance and Legal Affairs, as soon as possible.

DVCB may also undertake to investigate any potential conflict of interest based upon its observation or other information that comes to its attention.

DCVB will investigate all concerns regarding conflicts of interest, which may include asking one or more employees or Board Members to provide additional information related to a potential conflict of interest. DCVB will determine whether a conflict of interest exists. If it is determined there is no conflict, you may proceed with the proposed action. If there is a conflict of interest, we will work with you to identify a possible solution, provided that DCVB retains the right in its sole discretion to determine what action should be taken to address or remedy the conflict of interest, which may include, without limitation, requiring divestiture of a financial interest constituting a conflict of interest, job reassignment to remediate a conflict of interest, or discipline up to and including termination of employment or removal from the Board of Directors.

#### **No Retaliation**

DCVB prohibits any form of discipline, reprisal, intimidation, or retaliation for reporting a potential conflict of interest or violation of this policy, or for cooperating in any related investigations.

#### **Effective Date**

This policy is effective as of June 22, 2023.

*[Annual Disclosure Form Follows.]*

## **ANNUAL CONFLICT OF INTEREST DISCLOSURE FORM**

### **Purpose**

In compliance with Dallas Convention and Visitors Bureau ("DCVB") Code of Ethics and Conflict of Interest Policy (the "**Policy**"), each employee and Board Member must annually disclose all actual, potential, or perceived conflicts of interest, and any previously unreported conflicts of interest. This form also asks for information to assist DCVB in accurately completing the required IRS Form 990 annual filing.

You must complete, sign, and submit this form no later than October 15 of each year. Board Members must submit the completed form to the Board Secretary. Employees must submit the completed form to the Human Resources Director.

In addition, if at any time between annual certifications you become aware of any potential conflict of interest or ethical concern regarding your employment or position as a Board Member, you must immediately supplement your annual certification by completing and submitting an updated certification.

For the purposes of this form, DCVB includes Visit Dallas, the Dallas Sports Commission, and Dallas Film and Creative Industries Office.

### **Related Party**

As used in this form, "**related party**" means:

- A Relative, as defined in the Policy.
- Any entity or trust of which you or your Relatives serve as a director, trustee, officer, employee, or volunteer.
- Any Business Associate (as defined in the Policy) in which you or your Relatives have a Significant Economic Interest (as defined in the Policy).
- Any other entity or trust in which you or your Relatives have a material financial interest.

### **Certification**

By signing this form, you certify that you:

- Have received a copy of the Policy.
- Have read and understand the Policy.
- Have agreed to comply with the Policy.
- Either have no conflict of interest to report or are reporting current and potential (and any previously unreported) conflicts of interest.
- Have answered the questions on this form completely and truthfully.
- Will notify the Board Secretary or Human Resources Director immediately if you become aware of any error or material change to the information on this form.
- Understand that DCVB is a non-profit entity and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

You may add additional pages as needed. If you have concerns about any questions on this form, please contact the VP of Compliance and Legal Affairs.

## QUESTIONNAIRE

1. NAME: \_\_\_\_\_

2. POSITION: (check all that apply)

\_\_\_ Board Member

\_\_\_ Employee

*Employee Position(s):* \_\_\_\_\_

3. **General Disclosures.** Please describe below any relationship, event, activity, transaction, or arrangement you believe could create an actual, potential, or perceived conflict of interest, as described in the Policy.

\_\_\_ I have nothing to report.

\_\_\_ I have the following information to report.

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4. **Positions and Financial Interests.** Please list all other for-profit and non-profit entities for which you or a related party serve or anticipate serving as a director, trustee, officer, employee, consultant, or volunteer, or have an ownership, beneficial, or financial interest in. This includes any outside work or employment such as a second job, or any personal business venture.

\_\_\_ I have nothing to report.

\_\_\_ I have the following information to report.

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5. **Compensation Received.** Please describe any compensation arrangement (for example, wages, commissions, royalties, honoraria, fees, grants, loans, gifts, favors, or any other direct or indirect benefits) you or any related party have with DCVB or with any entity or individual with which DCVB has a transaction or arrangement.

\_\_\_ I have nothing to report.

\_\_\_ I have the following information to report.

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6. **Ownership or Investment Interests.** Please describe any ownership or investment interest you or any related party had in any entity with which DCVB had a transaction or arrangement in the past year.

☐ I have nothing to report.

☐ I have the following information to report.

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7. **Sales to DCVB.** Please describe any goods, services, or property that you or any related party sold or provided to DCVB in the past year.

☐ I have nothing to report.

☐ I have the following information to report.

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8. **Purchases from DCVB.** Please describe any goods, services, or property that you or any related party purchased from DCVB in the past year.

☐ I have nothing to report.

☐ I have the following information to report.

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9. **Loans.** Please describe any loans made to or from DCVB from or to you or any related party in the past year (other than travel advances and similar indebtedness).

☐ I have nothing to report.

☐ I have the following information to report.

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10. **Other Assistance from DCVB.** Please describe any grants, scholarships, stipends, or other assistance that you or any related party received or became entitled to receive in the past year from DCVB.

\_\_\_ I have nothing to report.

\_\_\_ I have the following information to report.

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11. **Legal Proceedings.** Please describe any pending legal proceedings involving DCVB in which you or any related party are a party to or have an interest in.

\_\_\_ I have nothing to report.

\_\_\_ I have the following information to report.

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**AFFIRMATION:**

SIGNATURE: \_\_\_\_\_

NAME (PRINTED): \_\_\_\_\_

DATE: \_\_\_\_\_