

(1) Board members and staff should at all times be mindful of their responsibilities to the Board, the sensitivity of their positions, and the need for public confidence in the objectivity and deliberative process of the Board.

(2) Board members and staff should take great care to conduct themselves and all of their activities in such a manner so that their personal investments or other personal activities will not affect their professional independence or objectivity, or otherwise hinder the interests or reputation of the Board.

(3) Board members and staff should recognize that the degree of public confidence in the function and activities of the Board depends heavily upon the observance of both the letter and spirit of this Code.

(b) No Board member or staff shall act in a manner, regardless of whether specifically prohibited by this Code, which might reasonably result in or reasonably create the appearance that the employee is—

(1) using his or her official position with the Board, or confidential information obtained through service for the Board, for the private gain of any person;

(2) giving preferential treatment to any person with respect to the Board member or employee's work for the Board;

(3) losing independence or objectivity with respect to his or her work for the Board;

(4) adversely affecting the public confidence in, or the integrity, independence or objectivity of the Board; or

(5) otherwise hindering the interests or reputation of the Board.

#### EC4. Financial and Employment Interests

(a) While employed by the Board, no Board member or professional staff shall—

(1) be owed, directly or indirectly, any financial or other obligation by any former employer, business partner, client, or publisher except—

(A) routine banking and other routine commercial relationships;

(B) securities and other investments permitted by this Code;

(C) benefits under a bona fide pension, retirement, group life, health or accident insurance, or other employee welfare or benefit plan maintained by a former employer and related to prior services for the former employer, business partner or client;

(D) profit-sharing, stock bonus or other payments related to prior services

for the former employer, business partner or client;

(E) royalties or other like payments with respect to writings and recordings completed prior to commencement of employment with the Board; or

(F) such other obligations permitted by this Code, or as may be specifically and expressly approved by the Board; or

(2) owe, directly or indirectly, any financial or other obligation to any former employer, business partner or client, except—

(A) routine banking and other routine commercial relationships;

(B) covenants not to compete;

(C) non-disclosure agreements; or

(D) such other obligations permitted by this Code, or as may be specifically and expressly approved by the Board.

(b) Notwithstanding any other provision of this Code, no member of the Board or his or her spouse, spousal equivalent, or dependents may share in any of the profits of, or receive payments from, a public accounting firm, other than fixed continuing payments under standard arrangements for retirement from public accounting firms.

#### EC5. Investments

(a) Except as provided in this Section, nothing in this Code prohibits Board members and staff, or their spouses, spousal equivalents, or dependents, from owning and holding securities (including futures), real estate, commodities (including futures), exchange-traded options and other investments held for personal investment purposes, except that no Board member or staff may have any financial interest in a public accounting firm.

(b) Board members and staff should at all times be mindful of their responsibilities to the Board and shall avoid personal financial activities which might affect or reasonably create the appearance of affecting their independence or objectivity.

(c) Board members and staff should at all times be mindful that, in the course and scope of their employment activities, they may obtain knowledge of confidential, non-public information which, if disclosed, might affect the value of particular securities or investments. Accordingly, Board members and staff may not—

(1) disseminate or otherwise disclose any confidential, non-public information obtained by virtue of their position with the Board, regardless of whether that information may be considered to be "material" under the securities laws; or

(2) use such information for the financial gain of themselves or others.

**Note:** Concurrent restrictions on disclosure of non-public information are provided in EC9.

(d) Board members and professional staff shall annually disclose their holdings, and the holdings of their spouses, spousal equivalents, and dependents, in securities of issuers (including exchange-traded options and futures).

(1) For initial disclosures, statements shall be filed with the Ethics Officer within the first 60 days of commencement of service with the Board, or 60 days from the effective date of this Code, whichever is later.

(2) Subsequent disclosures shall be filed with the Ethics Officer on May 1, commencing the first year following the initial disclosure.

(3) Disclosure statements by Board Members shall be made available to the public.

(4) Disclosure statements by professional staff shall remain confidential.

**Note:** The form and content of this disclosure statement shall be included in the Board's ethics manual.

#### EC6. Outside Activities

(a) No member of the Board may undertake any employment or other activity for compensation outside of service to the Board.

(b) Staff of the Board may only undertake other employment or other activity for compensation with the express and specific approval of the Board or such person to whom the Board may delegate such approval authority.

(c) No Board member or staff of the Board shall engage in any outside activity, whether or not for compensation, which—

(1) affects or reasonably creates the appearance of affecting his or her independence or objectivity;

(2) interferes with his or her responsibilities to the Board; or

(3) otherwise hinders the interests or reputation of the Board.

#### EC7. Gifts, Reimbursements, Honoraria and Other Things of Value

(a) No Board member or professional staff shall, directly or indirectly, solicit or accept any gift, reimbursement, honoraria or anything of monetary value from any source, which might reasonably be viewed as—

(1) interfering with his or her independence, objectivity or responsibilities to the Board; or

(2) otherwise hindering the interests or reputation of the Board.