

## **RESEARCH PARK CORPORATION CODE OF CONDUCT**

This policy statement of the Research Park Corporation (“**Corporation**”) shall be known as its “**Code of Conduct**”. It is essential to the proper operation of the Corporation that its board of directors (“**Board**”), officers of the Corporation (individually and collectively “**Officers**”), staff members (individually and collectively “**Staff Members**”), and the Corporation's volunteers (individually and collectively “**Volunteers**”) perform their services on behalf of the Corporation in an independent and impartial manner and do so while aspiring to advance the best interests of the Corporation and those that it serves; that decisions and policy of the Corporation be made in the proper channel of the Corporation's articles; that Corporation office and employment not be used for private gain other than the remuneration provided by the by-laws of and written policies adopted pursuant to appropriate action of the Officers and members of the Board, including without limitation Ex-Officio members, (individually and collectively “**Directors**”); and that there be public confidence in the integrity of all actions taken by the Corporation.

The attainment of one or more of these ends is impaired when a conflict exists between the private interests of Directors, Officers, Staff Members and/or Volunteers (individually and collectively “**Corporation Participants**”) and his or her duties as such. The interest in maintaining the highest of ethical standards that serves as a guiding principle of the Corporation, therefore, requires that the Corporation protect against such conflicts of interest and that it establishes appropriate ethical standards with respect to the conduct of its officers, members of its staff, and Directors without creating unnecessary barriers to service to the Corporation.

It is the purpose of this policy statement to implement these policies and objectives (“**Code of Conduct**”). This Code of Conduct consists of two parts: the first concerns conflicts of interest (“**Conflicts of Interest Policy**”) and the second sets forth ethical standards (“**Ethical Standards**”) of the Corporation. This Code of Conduct shall apply, as applicable, to the Louisiana Technology Park.

### **ARTICLE I CONFLICTS OF INTEREST**

It is acknowledged and desired that Corporation Participants from time-to-time establish and maintain many relationships, interests, and memberships. Except as otherwise indicated herein, this Conflicts of Interest Policy shall apply to all Corporation Participants. The purposes of this Conflicts of Interest Policy are two-fold:

a. Corporation Participants must strive to be above suspicion. It is not enough for Corporation Participants to believe that they are operating from the highest motives, and that any particular action is innocent, regardless of its appearance. So far as possible, actions by, and relationships of, Corporation Participants must not create any appearance of impropriety; and

b. It is desirable that Corporation Participants have a practical guide for their conduct of the affairs of the Corporation, so that conduct can be determined by reference to it when particular situations are examined.

Furthermore, it is acknowledged that Corporation Participants are subject to the Louisiana Code of Governmental Ethics for Public Employees (“**Louisiana Code of Ethics**”).

In general, this Conflicts of Interest Policy deals with problems in the area commonly called “conflicts of interest,” which extends to possible charges of “undue influence,” or of “conspiracy” or of “favoritism.” Actions taken, or decisions made not to act, by the Corporation should be defensible, when taken or made, as having been: (i) based upon the best judgment of the individuals involved; and (ii) taken or made without any bias.

The two central concepts of this Conflicts of Interest Policy are: “complete disclosure” and “independence.” The disclosure of associations, no matter how remote, of the individual or individuals who participate in decisions, with any potential or prospective personal or business interests, or those of the immediate family or employer of any of the Corporation Participants, avoids any misunderstanding or later charges of concealment. In some cases, disclosure of an association or past association may indicate that the Corporation Participant involved should abstain from participating in the decision-making process.

## **SECTION 1.2 STANDARD**

The standard of behavior is that all Corporation Participants shall scrupulously avoid any conflict of interest, or the appearance of any conflict of interest, between each of their personal, professional and business interests (including, those of their immediate family or employer), and the interests of the Corporation. Under this standard, a conflict of interest occurs in instances in which any of the Corporation Participants' private or personal interests interfere, or appear to interfere, with the interests of the Corporation as a whole.

This standard of behavior includes avoiding conflicts, benefits, gains, or undue influence for the personal or professional benefit of any of the Corporation Participants and, also, for the benefit of the immediate family of any of the Corporation Participants whether or not in the household, the employer, and the personal friends and the business associates of any of the Corporation Participants.

This standard of behavior requires a careful adherence to and compliance with both the letter and the spirit of this Conflicts of Interest Policy and the Louisiana Code of Ethics. All Corporation Participants are to act for and in the best interests of the Corporation and remain independent and impartial from external, private, or personal interests and considerations.

## **SECTION 1.3 DISCLOSURE**

Upon or before an Officer or Director of the Corporation (collectively “**Core Members**”) is appointed or elected as the case may be, certain disclosures are required. Each Core Member is to make a disclosure of interests, memberships, relationships, arrangements, investments and holdings that potentially could compromise or appear to compromise a Core Member's independence or result in a material conflict between the personal, professional or business interests of the Core Member, or those of the immediate family or employer of the Core Member, and the interests of the Corporation. The disclosure (“**Disclosure**”) shall be provided to the legal office of the Corporation and shall include an accurate and complete written list prepared by each Core Member of his or her principal business activities, as well as offices and board or other

fiduciary positions held in other charitable and business organizations. The Disclosure may be made electronically or by means of the disclosure form attached hereto as Exhibit I. Once the Disclosure is made by a Core Member, annually thereafter, the legal office shall provide such Core Member with a copy of his or her current Disclosure and each such Core Member shall make any additions or deletions to the Disclosure, as may be appropriate, and return the updated Disclosure to the legal office. Disclosure Statements shall be reviewed by the Corporation's legal counsel on an annual basis to confirm there are no conflicts of interest as reflected in the information reported by Core Members that would disqualify a Core Member from serving as an officer, director or committee member for the Corporation.

Each Core Member is obligated to the Corporation and to his or her fellow Core Members to inform them of any position he or she holds, and of any business or vocational activity which may result in a possible conflict of interest or bias for or against a particular action or policy, at the time such action or policy is under consideration by the Board or committee thereof. In the course of the Corporation meetings or activities, each Core Member is to disclose any direct or indirect interests in a transaction or decision that potentially could be a conflict of interest; e.g., whenever the family, employer or close associates of the Core Member will receive a benefit or gain, or an opportunity or potential for benefit arises, or an opportunity for unfair influence arises, or an opportunity for detriment or harm to the Corporation or for benefit or gain to a third party at the expense of the Corporation arises. Core Members should err on the side of prudence and declare an actual or potential conflict if in doubt as to a relationship or interest. This will prevent tainting the decisions, the reputation, and integrity of the Corporation.

#### **SECTION 1.4 ABSTENTION**

Once any disclosure has been made, whether by means of the Disclosure or, contemporaneously, in the course of the Corporation meetings or activities, the Core Member shall refrain from any discussion of the transaction or decision in the particular committee, group, or task force. Further, whether or not required by law, the Core Member shall physically leave the meeting for the duration of the particular discussion, and, accordingly, shall abstain from voting on the issue. Such abstention from discussion and voting is to be documented appropriately. If the Core Member's physical absence from the meeting shall impact the presence of a quorum for the transaction of business, then the Core Member shall remain in the meeting; but shall refrain from any discussion and voting on the transaction or decision.

Besides abstention from discussion at the meeting, the Core Member shall refrain from discussing the issue or otherwise appearing to influence the outcome with other Core Members.

The objective is that the interested Core Member shall have abstained from discussion, voting, and any other aspect of influencing or participating in the decision-making process.

#### **SECTION 1.5 IMPLICATIONS**

A Core Member with potential conflicts of interest generally is not barred from participation in activities, or service as an Officer or as a Director of the Corporation.

Except as prohibited by law, the employer of a Core Member Participant generally is not automatically barred from any financial transactions or business dealings with the Corporation. An

interested Core Member must disclose the direct or indirect interest, abstain from all related discussions, actions to influence, and voting. In some cases, it may be necessary or desirable to bar a particular transaction with the employer of an interested Core Member to safeguard against an actual or perceived conflict and thereby protect the integrity of the Corporation.

A Core Member may not in every case always be able to completely avoid the perception of a conflict of interest, undue influence, or unfair benefit. All Core Members must act prudently in every case to avoid actual conflicts of interest, undue influence, or unfair benefit, and also to make every reasonable effort to avoid a perception thereof. To accomplish this, Core Members will exercise good judgment, and act reasonably and prudently. Further, Core Members will provide timely, full and complete disclosure of actual or potential conflicts, abstain from discussion, influencing activities and voting, and provide adequate supporting documentation as necessary.

## **SECTION 1.6 GIFTS AND HONORARIA**

While acting in the capacity of a Corporation representative, Core Members shall neither solicit nor accept, for their personal, professional or business gain, gifts, gratuities, honoraria, entertainment, favors or other goods (other than promotional items with no material resale value and payment for reasonable food and drink expenses in the ordinary course of business) or services from current or prospective vendors of, or providers of services to, the Corporation. The acceptance by a Core Member, of any such gift, gratuity, honorarium, entertainment, favor or other good or service shall be disclosed in the same manner as provided for in the disclosure of conflicts of interest (the disclosure shall be made by means of the disclosure form attached hereto as Exhibit II) and the acceptance by a Core Member, of any such gift, gratuity, honorarium, entertainment, favor or other good or service shall contravene this Ethics Policy.

Nothing contained in this Conflicts of Interest Policy shall prohibit Core Members in their personal or professional capacity, or their employers, from having relationships with the same organizations or persons who are current or prospective vendors of, or providers of services to, the Corporation. In such instances, the Core Members shall take all prudent and reasonable measures to maintain their independence and distinguish actions and decisions made personally, professionally, or commercially from the relationship or position in the Corporation of the Core Member.

## **SECTION 1.7 LAWS, RULES, REGULATIONS, AND POLICIES**

Corporation Participants shall adhere to all laws (“**Requirements of Law**”), rules, regulations, and policies applicable to the Corporation, including, without limitation, the Louisiana Code of Ethics. The failure to adhere to any of such Requirements of Law, rules, regulations, and policies may be grounds for disciplinary action, including, without limitation, with respect to the Staff, termination of employment.

## **SECTION 1.8 PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer of the Corporation shall be responsible for implementation of this Conflicts of Interest Policy. Procedures for maintaining adherence to this Conflicts of Interest Policy consist of two-steps. First, procedural or substantive questions

regarding any conflict of interest or potential conflict of interest, as well as questions concerning implementation of this Conflicts of Interest Policy, shall be referred to legal counsel for review and recommendation to the Board of Directors of the Corporation. The final step in this procedure begins with a referral from legal counsel of a recommendation and shall be completed by action by the Board of Directors of the Corporation, as it may deem appropriate.

### **SECTION 1.9 EX-OFFICIO MEMBERS WHO ARE STATE EMPLOYEES**

The Corporation must fulfill its mission in a reasonable and prudent manner with due consideration to the Corporation's obligation to operate in a financially sound and prudent manner. Certain employees of the State of Louisiana (“**State Employees**”), including the President of the LSU System and/or the Southern University System, Chancellors, and other individuals, may be designated as non-voting ex-officio members of the Board or committees established by the Board. Participation by these individuals is essential to the function of the Corporation as an independent organization in that it ensures transparency.

### **SECTION 1.10 GOVERNMENTAL SERVICE BY CORE MEMBERS**

In keeping with its status as an organization exempt from taxation under the Internal Revenue Code and to ensure that membership in and support for the Corporation appeals to individuals and organizations regardless of their political affiliation, the Corporation must be politically neutral in both perception and actual practice.

Maintaining political neutrality requires consideration by the Corporation of whether a Core Member's candidacy for and/or election or appointment to political office may result in a possible conflict of interest or a bias for or against either the Corporation or the institutions and programs supported by the Corporation. Accordingly, prior to qualifying as a candidate for or accepting appointment to a political office, Core Members and individuals being considered for election to Core Membership positions should make appropriate written disclosures to the Chairperson of the Board with a copy to the President and CEO. Disclosures received by the Chairperson of the Board shall be transmitted to the Governance Committee for a determination as to whether holding the office at issue may conflict with service as a Core Member of the Corporation. With respect to political offices where there is no substantial potential for conflicts of interest or bias (such as service on City or Parish Councils, service on local school boards, or service as a City Court Judge or District Court Judge - except in the 1 9th Judicial District), no written disclosure prior to qualifying as a candidate for or accepting appointment to such offices shall be required.

## **ARTICLE II ETHICAL STANDARDS**

The Ethics Policy of the Corporation shall be guided by certain general principles that announce ethical standards intended to guide the actions and behavior of all Corporation Participants. As stated in Article I, Section G of this Code of Conduct, the Corporation requires strict observance of all Requirements of Law; however, even in instances in which the law is permissive, a guiding principle of the Corporation is that Corporation Participants shall be required to take the course of the highest integrity.

Although the Corporation embraces diversity in all of its policies and acknowledges that, among various cultures, customs and traditions may differ and must be recognized, one of the underpinnings of the ethics policy of the Corporation is that honesty is not subject to criticism in any culture and shades of dishonesty are uniformly held to be demoralizing and reprehensible by people of all backgrounds. The Corporation urges all Corporation Participants to maintain a well-founded reputation for scrupulous dealing. The Corporation encourages open and full communications within the Corporation and with those charged with its oversight. The Staff is encouraged to tell higher management all that they are doing, to record all transactions accurately in their books and records, and to be honest and forthcoming with the Corporation's internal and external auditors. The Corporation expects compliance with its standards of integrity by all Corporation Participants and will not tolerate anyone who achieves results at the cost of violation of this Code of Conduct, including any Requirement of Law, or any unscrupulous dealings. The Corporation continues to support, and it expects all involved to support, any Corporation Participant who passes up an opportunity or advantage that would sacrifice ethical standards.

## **SECTION 2.1 BEHAVIOR**

Corporation Participants must conduct themselves in a way that serves to promote the best interests and well-being of all involved with the Corporation.

## **SECTION 2.2 CONFIDENTIALITY**

As stated in Article I, Section F of this Code of Conduct, the Corporation requires a Corporation Participant's strict observance of the confidentiality of information gained by reason of his or her official position and further requires that such information may not be utilized for a Corporation Participant's personal gain or benefit. Moreover, since, in the course of conducting Corporation business, Corporation Participants may be exposed to sensitive or confidential information, it is absolutely imperative that Corporation Participants neither copy nor discuss nor otherwise disseminate any such confidential or sensitive information with any person, either inside or outside of the Corporation, unless such discussion is essential to the conduct of Corporation business.

## **SECTION 2.3 ELECTRONIC COMMUNICATION**

All electronic communication systems and all communications and information transmitted by, received from, or stored in these systems are the property of the Corporation and, as such, are to be utilized solely for purposes of conducting the business of the Corporation. The use of any software or business equipment, including, without limitation, facsimiles, telecopiers, computers and photocopiers, for private purposes is strictly prohibited. Transmitting or displaying messages or pictures by any means of a pornographic, sexist, racist or otherwise offensive nature is also prohibited.

Further, the Staff shall not be permitted to utilize a code or password, access a file, or retrieve any stored communication unless authorized by an appropriate officer of the Corporation. No member of the Staff may utilize a code or password that has not been issued to that member of the Staff or that is unknown to the Corporation. Members of the Staff who violate this policy are subject to disciplinary action, up to and including termination. All messages created, sent or

retrieved over the Corporation's e-mail, voice mail, and internet systems are the property of the Corporation and should be considered available for review and use by the Corporation. To ensure that the use of electronic communications systems and business equipment is consistent with the legitimate business interests of the Corporation, officers of the Corporation are authorized to monitor the use of such equipment from time to time. For that reason, there exists no expectation of privacy in voice mail, e-mail, or any other communication given through or received on the Corporation's electronic systems. The Corporation reserves all rights to access and monitor all messages and files on any of the Corporation's communication systems. Each user of the Corporation's communications systems is responsible for the content of all text, audio or images that they place or send over such systems. No e-mail or other electronic communications may be sent that hide the identity of the sender or represent the sender as someone else or someone from outside of the Corporation. All messages communicated on the Corporation's e-mail and internet system shall contain the sender's name or otherwise identify the sender. All communications sent by users of the Corporation's e-mail and internet system must comply with this and other policies of the Corporation and may not disclose any confidential or proprietary information. Copyrighted material belonging to persons other than the Corporation may not be transmitted by users of the Corporation's communication systems. To prevent computer viruses or other computer problems from being transmitted through the Corporation's communication systems, the Staff is not authorized to add or install any hardware or software of any kind (including utilizing unauthorized diskettes, external storage devices, or CD's and downloading files from the internet) unless approved by an appropriate officer of the Corporation. All diskettes, external storage devices, CD's and downloaded files entering any computer or communication system of the Corporation from outside sources must be scanned for computer viruses prior to their contents being loaded or installed on the Corporation's systems. All downloaded software must be registered to the Corporation. Misuse of e-mail, voice mail or other communication systems by members of the Staff may be subject to disciplinary action, up to and including immediate termination. Electronic media should be treated as any other media. Anything, which would be deemed inappropriate in any other media, shall also be considered to be inappropriate in electronic media.

## **SECTION 2.4 HARASSMENT**

The Corporation strives to preserve its high standards of professionalism by maintaining a congenial work environment and will all take necessary steps to ensure that such environment conforms to its standards of professionalism. All Corporation Participants must treat each other with courtesy, consideration, and professionalism. The Corporation will not tolerate harassment of or discrimination against any Corporation Participant for any reason including, without limitation, with respect to veteran status, race, color, religion, sex, marital status, national origin, physical or mental disability, age, or political affiliation. The Corporation prohibits not only unlawful harassment, but also prohibits other unprofessional and discourteous actions. Additionally, pregnancy and use or non-use of tobacco products outside the workplace are protected under Louisiana law and harassment or discrimination with respect to such matters will not be tolerated. The Corporation also prohibits sexual harassment of any member of the Staff by another member of the Staff or supervisor. The purpose of this policy is to ensure that no person is subject to harassment in the workplace of the Corporation.

a. Under applicable Requirements of Law sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, visual, verbal, or physical conduct of a

sexual nature when: submission to the conduct is made a term or condition of employment; or (ii) submission to or rejection of the conduct is utilized as basis for employment decisions affecting the individual; or

b. the conduct has the purpose or effect of unreasonably interfering with the individual's work performance or creating an intimidating, hostile, or offensive working environment. This definition includes many forms of offensive behavior. The following is a partial list:

- (1) Unwanted sexual advances;
- (2) Offering employment benefits in exchange for sexual favors;
- (3) Making or threatening reprisals after a negative response to sexual advances;
- (4) Visual conduct such as leering, making sexual gestures, or displaying sexually suggestive objects, pictures, cartoons, or posters;
- (5) Verbal conduct such as making or using derogatory comments, epithets, slurs, sexually explicit jokes, or comments about any individual's body or dress;
- (6) Verbal sexual advances or propositions;
- (7) Verbal abuse of a sexual nature, graphic verbal commentary about an individual's body, sexually degrading words to describe an individual, or suggestive or obscene letters, notes, or invitations;
- (8) Physical conduct such as touching, assault, or impeding or blocking movements; and
- (9) Retaliation for reporting harassment or threatening to report harassment.

It is unlawful for males to harass females or other males, and for females to harass males or other females. Sexual harassment on the job is unlawful whether it involves coworker harassment, harassment by a supervisor, or harassment by persons doing business with or for the Corporation.

The Corporation also prohibits harassment on the basis of race, color, national origin, ancestry, religion, physical or mental disability, marital status, age, or any other legally protected basis. Prohibited conduct includes behavior from the following non-exclusive list of actions:

- a. Verbal conduct such as threats, epithets, derogatory comments, or slurs;
- b. Visual conduct such as derogatory posters, photographs, cartoons, drawings, or gestures;



c. Physical conduct such as assault, unwanted touching, or blocking normal movement; and

d. Retaliation for reporting harassment or threatening to report harassment.

Any member of the Staff that feels he or she is a victim of any form of harassment described in this Code of Conduct must immediately report the matter to his or her supervisor. If the employee believes that he or she is being harassed by his or her supervisor, the employee should report the inappropriate conduct directly to the President and CEO of the Corporation. Persons making truthful reports of harassment will not be subject to discipline or retaliation for making the complaint.

All incidents of prohibited harassment that are reported will be investigated. The investigation will be completed and a determination regarding the reported harassment will be made and communicated to the employee who complained and to the person accused of the harassment. The Corporation recognizes that each such investigation requires a factual determination. It is also recognized that false accusations can have serious impact. The Corporation requires all of its employees to act in a mature and responsible manner while participating in such investigations.

Should the Corporation determine that prohibited harassment has occurred, the Corporation will take effective remedial action commensurate with the circumstances, up to and including immediate termination in order to remedy the offense and to deter future offensive conduct. The complaining employee will be informed of the results of the investigation as well as any disciplinary action taken.

All members of the Staff are advised not to allow an inappropriate situation to continue by not reporting it, regardless of who creates the situation. No one involved in the Corporation is exempt from this policy.

This policy shall be periodically reviewed by an appropriate committee or subcommittee of the Board of Directors, and any recommended revisions and updates will be presented to the Board of Directors for approval.

Name \_\_\_\_\_

**EXHIBIT I  
ORGANZIATION  
DISCLOSURE STATEMENT**

**INSTRUCTIONS: STATE THE BUSINESS IN WHICH YOU ARE A PARTNER, OFFICER, BOARD MEMBER, OR PRINCIPAL OWNER AND PROVIDE APPROPRIATE DETAIL IN THE SPACE BELOW:**

NAME OF ORGANIZATION	POSITION	NATURE OF ORGANIZATION	ADDRESS OF ORGANIZATION
1.			
2.			
3.			
4.			
5.			

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**EXHIBIT II  
DISCLOSURE OF GIFTS AND HONORARIA**

The Code of Conduct of the Corporation provides as follows with regard to gifts and honoraria:

While acting in the capacity of a Corporation representative, Core Members (e.g., members, officers and directors of the Corporation) shall neither solicit nor accept, for their personal, professional or business gain, gifts, gratuities, honoraria, entertainment, favors or other goods (other than promotional items with no material resale value and payment for reasonable food and drink expenses in the ordinary course of business) or services from current or prospective vendors of, or providers of services to, the Corporation. The acceptance by a Core Member, of any such gift, gratuity, honorarium, entertainment, favor or other good or service shall be disclosed in the same manner as provided for in the disclosure of conflicts of interest and the acceptance by a Core Member, of any such gift, gratuity, honorarium, entertainment, favor or other good or service shall contravene this Ethics Policy.

Nothing contained in this Conflicts of Interest Policy shall prohibit Core Members in their personal or professional capacity, or their employers, from having relationships with the same organizations or persons who are current or prospective vendors of, or providers of services to, the Corporation. In such instances, the Core Members shall take all prudent and reasonable measures to maintain their independence and distinguish actions and decisions made personally, professionally, or commercially from the relationship or position in the Corporation of the Core Member.

**In the space provided below, please disclose any gifts or honoraria you received from individuals or entities known by you to be current or prospective vendors of or providers of services to the Corporation, including its affiliates, during the past year which have not been previously disclosed in writing:**

TYPE OF GIFT/HONORARIA	GIFT RECEIVED FROM	VALUE OF GIFT
1.		
2.		
3.		
4.		
5.		

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date