

HASTINGS COLLEGE OF THE LAW

CODE OF ETHICS AND CONDUCT

**Adopted by the Board of Directors
June 10, 2005**

INSTITUTIONAL CODE OF ETHICS AND CONDUCT

I. STATEMENT OF PURPOSE

It is the policy of Hastings College of the Law (the “College”) to conduct itself with the highest degree of integrity and honesty in all of its dealings. This is a responsibility that we share as a College Community. Each Board member and employee must be bound by this common duty in the pursuit of his or her individual responsibility to the educational objectives of the College.

This *Code of Ethics and Conduct* will identify some of the common obligations and responsibilities of the College Community. This document is not intended to be a procedural manual or an exacting account of proscribed conduct. If any member of the College Community should require a greater degree of specificity as particular circumstances arise, guidance can be obtained from the College’s General Counsel.

II. APPLICABILITY

The *Code of Ethics and Conduct* applies to the members of the Board of Directors and all employees of the College (“College Community”). Because of the sensitive nature of some positions and the high degree of trust placed in those individuals occupying such positions, this *Code* will place special responsibilities on Board members and Senior Administrative Personnel. For the purposes of this document, the term “Senior Administrative Personnel” shall mean the Chancellor and Dean, Academic Deans, General Counsel, Chief Financial Officer and remaining members of Senior Staff.

III. RESPONSIBILITIES

The College Community shares the fundamental duty to the College to always act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the College.

IV. REQUIRED CONDUCT

All members of the College Community shall conform their conduct to the following standards and avoid any conduct that is an actual or apparent violation of these standards.

A. Proper Use of College Resources.

College resources shall not be used for other than their intended purpose. We shall manage those resources prudently and not improperly convert any such resource to our personal use or that of another. We shall not offer College resources to another in order to obtain unfair advantage, not based on the merits of a transaction, or otherwise offer those resources in a manner or under circumstances that would establish a violation of law.

B. Relationship with Vendors.

No member of the College Community may approve, recommend or promote a business transaction in which that person has a direct personal interest, or otherwise cause the College to do business with a firm in which that person is an officer or senior management employee or in which that person (directly or indirectly) owns more than a 10% equity interest (hereinafter an “affiliated firm”), unless such person first discloses his/her relationship and the relevant circumstances of the contemplated activity, in writing, to the General Counsel of the College and it is determined that the proposed activity is fair to the College and will not result in the College foregoing revenues, or incurring costs in excess of the costs that would be incurred for goods, property or services of like quality if acquired from another source.

Under no circumstances may a person described in the first sentence of this section approve a relationship with, order or authorize purchase from, or approve or make payments to an affiliated firm or person on behalf of the College. For the purposes of this paragraph, the terms “person” and “affiliated person” includes an individual’s immediate family members, spouse and others living within such individual’s household.

C. Conflict of Interest

Board members and Senior Administrative Personnel as “public officials “ of the State, have additional responsibilities with reference to contracts and financial decisions made by the College as described in applicable conflict of interest laws.

Those responsibilities include the following:

1. **Contractual Conflicts.** Board members and Senior Administrative Personnel are prohibited from having a financial interest in any College contract entered into in their official capacity. If a Board member or Senior Administrator discovers that he/she has a conflict of interest at some point in the contract-making process, he/she shall discontinue the contract process immediately. Violations of Section §1090 may not be avoided by disqualifying oneself from participating in the making of the contract. Any contract made by a Board member or a Senior Administrator in violation of this provision is void and unenforceable under State law. (Government Code §1090)
2. **Official College Decisions.** Board members and Senior Administrative Personnel are covered by and subject to the Political Reform Act of 1974 as set forth in Government Code Section 81000 (the “Act”). As such, they are

prohibited from making, participating in making or in any way attempting to use their official positions to influence a College decision when it is foreseeable that their personal financial interests may be affected by those decisions.

3. **Obligation to Resolve Conflicts.** Board members and Senior Administrative Personnel have an obligation to examine any situation in which they believe they have a conflict of interest and take steps to resolve the conflict. Any individual who is concerned that a conflict may exist or how to resolve a conflict are encouraged to consult with the College's General Counsel or the California Fair Political Practices Commission ("FPPC"), the state agency responsible for administering the Act.
4. **Disqualification.** When a conflict exists, a Board member or Senior Administrator who has declared or who has been found to have a conflict of interest shall refrain from participating in consideration of the matter before both committees and the full Board of Directors, unless for special reasons he/she is requested to provide specific information or an interpretation regarding the matter. Board members or Senior Administrators with conflicts shall not vote, be present in closed session or be present at the time of the vote on the particular matter for which they have a conflict of interest.

D. Gratuities

No member of the College Community shall receive or solicit anything of value in return for influencing or exercising his/her discretion in a particular way on a College matter. In addition, members of the College Community are prohibited from accepting or soliciting any gratuity or thing of value (for which a fair market price has not been paid) for or because of any official act performed or to be performed in his/her official capacity with the College. This provision does not prohibit the acceptance of an item having a nominal value or ceremonial gifts received by members of the College Community in their official capacity.

E. Confidentiality and Maintenance of Accurate Accounts and Records.

The accounts and records of the College are maintained in a manner that provide for an accurate and auditable record of all financial transactions in conformity with generally accepted accounting principles, established business practices and all relevant provisions of controlling law. No false or deceptive entries may be made and all entries must contain an appropriate description of the underlying transaction. To the extent not needed for daily operating transactions, all College funds must be retained in the appropriate College accounts with appropriately designated financial institutions and no undisclosed or unrecorded fund or asset shall be established or maintained for any purpose. All reports, vouchers, bills, invoices, payroll information, personnel records and other essential business records must be prepared with care and honesty.

Since the unauthorized use of the records and accounts described in the preceding paragraph can cause the College harm, access to such data should be closely controlled. Members of the College Community who improperly convert these records and accounts for their own personal use or for the personal use of another, or who wrongfully disclose such records or accounts will be subject to appropriate legal sanctions by the College.

F. Government Relations.

All members of the College Community are expected to conform their actions to the requirements of the law. Whether or not an illegal act is committed in a person's capacity as a member of the College Community, and regardless of whether a violation occurs on or off campus, if that violation of law reflects unfavorably on the College, it will be deemed a breach of this *Code of Ethics and Conduct*. Our record keeping and accounts must be in accord with generally accepted accounting principles and otherwise in compliance with all pertinent government directives and regulations.

G. Employment Practices and Public Relations.

No member of the College Community shall engage in any employment practice that is a violation of Federal law, the law of the State of California or the law of the City and County of San Francisco. No one in a supervisory position, or in any position of higher authority in the College, is to use his or her position to intimidate subordinate employees or to exact personal favors or things of value (for which a fair market price has not been paid) from employees of lesser rank within the College.

Every member of the College Community is expected to treat each other and members of the public with courtesy, professionalism and civility.

H. Duty to Cooperate.

Every member of the College Community has a duty to cooperate with the College's General Counsel in the initiation and defense of actual or contemplated litigation affecting the interests of the College.

V. ADDITIONAL OBLIGATIONS OF BOARD MEMBERS AND SENIOR ADMINISTRATION PERSONNEL

The Board of Directors has sole and absolute discretion to approve a personal loan to any College director or executive officer.

VI. IMPLEMENTATION

The Chancellor and Dean of the College shall issue such directives or instructions as may be needed to implement this *Code of Ethics and Conduct*. At the request of the Chancellor and Dean, the Board of Directors may consider such directives and instructions and take such action in response thereto as it may deem appropriate.

VII. AMENDMENTS

This *Code of Ethics and Conduct* is voluntarily adopted by the Board of Directors and may be amended by the Board of Directors at any time, with or without notice, and without the provision of consideration to any party.