

**CODE OF ETHICS
FINE ARTS MUSEUMS OF SAN FRANCISCO**

SECTION A. PURPOSE

The Trustees of the Corporation of the Fine Arts Museums (COFAM), the Trustees of the Fine Arts Museums Foundation, and the Trustees of Fine Arts Museums of San Francisco, with the support and active assistance of the professional staff, have determined that it is in the best interest of the Fine Arts Museums to endorse and subscribe fully to the American Alliance of Museums (formerly American Association of Museums) Code of Ethics for Museums (2000) as well as A Code of Ethics for Art Museum Directors as Adopted by the Association of Art Museum Directors (2001); and any other such codes or guidelines published by the American Alliance of Museums or Association of Art Museum Directors, as they may be amended from time to time.¹

The Corporation of the Fine Arts Museums (COFAM) in conjunction with The Fine Arts Museums Foundation (the "Museum") is a private nonprofit 501(c) (3) charitable organization that exists to support the development and operations of the Fine Arts Museums of San Francisco (FAMSF), which is a Charitable Trust Department of the City and County of San Francisco under Article V of the San Francisco Charter. Under Section 5.105 of the Charter, the Fine Arts Museums Board of Trustees "is responsible for the protection and conservation of the assets of the Fine Arts Museums and for setting the public course the Museums will follow. The Board shall assure that the Museums are open, accessible and vital contributors to the cultural life of the City and County, and that the Museums' programs bring art appreciation and education to all the people of the City and County."

Everyone connected with the Museum, whether as an Employee, Trustee for FAMSF, COFAM, or the Fine Arts Museums Foundation, volunteer, docent or intern, is expected to be a person of integrity and high moral principles. Each person must avoid any action that might damage or endanger the name or reputation of the Museum. The Museum's Code of Ethics will serve to guide all persons involved in the activities of the Museum in fulfilling these expectations or requirements.

High standards of conduct in the performance of their duties are required of Trustees, employees, and volunteers of the Museum. Those persons in contact with the public play a particularly significant role in determining the public's attitude toward the Museum. Objectivity, alertness, courtesy, consideration, and promptness in carrying out one's official duties are important aspects of conduct.

This Code of Ethics sets forth both general and specific substantive standards for ethical behavior in several sensitive areas in which questions of propriety most commonly arise. It is not possible to enumerate every detailed circumstance that might prove detrimental to the public

¹ The link to the current AAM code of ethics, <http://www.aam-us.org/resources/ethics-standards-and-best-practices/code-of-ethics-for-museums>.

perception of, and ultimately therefore to the effectiveness and credibility of, the Fine Arts Museums of San Francisco. It is for that reason that ethical principles are being set forth.

The purpose of the Code of Ethics is to establish and clarify standards of conduct applicable to the governing authorities of the Museum, including Trustees, as well as its employees and volunteers and to identify certain statutory and other provisions relating to standards of conduct, conflicts of interest and other ethical concerns. The standards set forth herein apply to all such individuals unless the specific provision identifies another group for coverage purposes.

Nothing in this Code shall be construed to be in conflict with any applicable state or local law or regulation, including the Fine Art Museums’ Statement of Incompatible Activities and the accreditation requirements of the American Alliance of Museums, as they may be amended from time to time. Should a conflict occur, the applicable law or regulation shall supersede this Code.

SECTION B. DEFINITIONS

Unless otherwise noted, for purposes of this Code:

- (1) Covered Persons include Trustees, employees, and volunteers, as defined herein.
- (2) Employee means any paid individual on staff at the Museum, whether full or part-time whose salary is paid by the City and County of San Francisco or the Corporation of the Fine Arts Museums. Unless otherwise specified, it also includes the Director of the Museum.
- (3) Ethics Committee means the Ethics Committee of the Museum.
- (4) Trustee means a member of the FAMSF, COFAM and Fine Arts Museums Foundation Board of Trustees.
- (5) Volunteer means a person who donates time or services to the Museum, whether full-time or part time, and who is not paid by the City and County of San Francisco or the Corporation of Fine Arts Museums for any of his or her time or services at the Museum and is not considered a Trustee or employee for the purposes of this Code.

SECTION C. GENERAL PRINCIPLES AND GUIDELINES

This Code of Ethics relies on two fundamental principles that form the basis for the standards of behavior set out in this policy:

- (1) the principle that fair, honest, and ethical conduct and conduct consistent with the best interests of the Museum shall prevail at all times in internal and external interactions; and
- (2) the principle that conduct that gives the appearance of ethical impropriety should be avoided.

The following general ethical guidelines shall govern all Covered Persons:

(1) **Ownership of the Collection:** The majority of the permanent collection of the Museum is the property of the City and County of San Francisco and shall be held and administered solely for the public benefit. Some artworks are the property of the Fine Arts Museums Foundation, per donor requests, and are also held and administered solely for the public benefit.

(2) **Conflicts of Interest:** The maintenance of high standards of honesty, integrity and impartiality by all Covered Persons is essential to assure proper conduct of the Museum's business and of public confidence in the institution. Employees must refrain from any private business, from accepting bribes, kickbacks or gifts in kind for directing Museum work to vendors, or from any other personal or professional activity which would be inconsistent, incompatible, or in conflict with the interests of the Museum, would violate any fiduciary duties or conflicts laws applicable to Employees and Volunteers, or would otherwise adversely affect the public's confidence in the Museum's integrity.

(3) **General Guidelines for Conduct in the Performance of Duties:** In addition to the fiduciary duties and laws applicable to Covered Persons, the following guidelines shall apply. Employees have a fiduciary obligation to make decisions that benefit the Museum and to act without regard to their personal interests. Employees should not use their position, title, affiliation, employment or access to information about the Museum to further their own financial interests or to derive personal advantage or benefit. Transactions in which an Employee may have a conflict of interest shall be carefully scrutinized. Subject to applicable laws, Employees shall not make defamatory, slanderous or libelous statements about Employees or other Covered Persons.

(4) **Representation of Status:** No former employee or volunteer shall represent themselves as an official, representative employee or volunteer of the Museum after their employment or engagement as volunteer has terminated. Subject to applicable laws, if the Trustees of COFAM, FAM, or the Foundation have bestowed any honorary title upon a former employee or volunteer, such Trustees may revoke such title in their discretion where such former employee or volunteer has engaged in conduct that violates this policy or who otherwise engages in conduct that misleads the public regarding the Museum's endorsement or sponsorship of his or her activities, or conduct that is otherwise harmful to the Museum, its staff, or the public that it serves.

(5) **Confidential Information:** Unless specifically authorized to do so, and to the extent permitted by law, Covered Persons may not disclose any official information of the Museum which is confidential or which represents a matter of trust, or any other information of such character that its disclosure might be contrary to the best interests of the Museum; e.g., private, personal or business-related information furnished to the Museum in confidence.

Covered Persons shall not directly or indirectly make use of or permit others to make use of, for the purpose of furthering a private interest, information obtained through their association with the Museum which information is not available to scholars or the general public.

(6) **Compliance with Applicable Laws.** All Covered Persons should be aware of the laws and rules applicable to their actions.

SECTION D. ETHICS COMMITTEE: ADVICE, REVIEW AND REPORTING

Ethics Committee

To facilitate compliance with the above principles, the President of the Board of Trustees, shall establish an Ethics Committee to make determinations regarding questions of

ethical propriety. The Ethics Committee shall be comprised of a minimum of three Trustees. The meetings are held in closed session, where appropriate. The Ethics Committee shall be responsible for ensuring that alleged violations of this policy are investigated and reported to the Trustees for formal action, where appropriate.

Ethics Advice

The Museum recognizes that doubts will sometimes arise for employees concerning the propriety of their present or planned activities. When that occurs, such persons should consult the appropriate personnel at the Museum.

- (1) COFAM employees and volunteers should consult:
 - (a) the President of the Board of Trustees;
 - (b) the Chair of the Ethics Committee;
 - (c) the Director of Human Resources;

- (2) Trustees and City employees at the Museum, should consult:
 - (a) the President of the Board of Trustees
 - (b) the Chair of the Ethics Committee; or
 - (c) the Ethics Division of the City Attorney's Office.

Ethics Review

At times, an employee may desire a written ruling on an ethics question. The procedures for obtaining written rulings on ethics questions are as follows:

- (1) When requested by an employee, the Ethics Committee may issue a written ruling on an ethics question. The request for a written ruling must be made in writing by the person affected. The President of the Board of Trustees, the Chair of the Ethics Committee, the Director of Museums, and the Director of Human Resources shall be furnished with a copy of all written ethics rulings.

- (2) Either the Director of Museum or the person who requested a ruling may appeal the ruling to the Ethics Committee.

- (3) Nothing in this section shall interfere with or supersede the requirements applicable to Trustees or Employees of the City under state or local laws, including the Fine Arts Museums Statement of Incompatible Activities and its procedures for obtaining an "Advance Written Determination."

Ethics Reporting

The following procedures are designed to supplement existing City procedures applicable to City officers and employees, and are established to enable persons who perceive violations of this Code to bring the conduct in question to the attention of the Museum administration so that the conduct can be evaluated and any action that may be appropriate can be taken. The procedures set forth in this Section should not be invoked unless there is a considered and sincere belief that the conduct in question constitutes an Ethics Code violation. These procedures are not to be utilized for grievances that are outside the scope of this Code.

- (1) When an ethics violation involving an employee is perceived, the matter may be reported:

- (a) through the confidential "Voicemail Box" and related reporting procedures established for that purpose under the COFAM Whistleblower program.
- (b) in writing directly to the President of the Board of Trustees.
- (c) in writing directly to the Chair of the Ethics Committee.

In any instance, the Ethics Committee may, but is not obligated to, discuss the report with the Director of the Museum. If the President of the Board of Trustees, the Ethics Committee, or the Director believes that the report merits further investigation or action, they may delegate the allegation to the Director of Human Resources for investigation. The Human Resources Director may discuss the matter with the involved person(s).

- (2) Additionally, when an Ethics Code violation involving an employee is perceived, the matter may be reported to the employee's supervisor who may bring the indicated violation to the attention of the person involved, discuss it with him or her, and attempt to resolve it. For matters within the scope of Civil Service Rules, the procedures set forth in the Civil Service Rules control in the event those procedures are inconsistent with the foregoing.

Unless legally compelled to do otherwise, when requested by the person reporting a perceived Ethics Code violation, the President of the Board of Trustees, the Chair of the Ethics Committee, the Director and the Director of Human Resources shall keep the identity of the reporting person confidential.

SECTION E. REMEDIAL AND DISCIPLINARY ACTION

A failure by an Employee to meet the standards set forth herein may be cause for appropriate remedial or disciplinary action, in addition to any applicable penalty prescribed by law. Where appropriate, such disciplinary or remedial action may include, but is not limited to: changes in assigned duties; a requirement that the individual divest himself or herself of a conflicting interest; removal of any titles, honorary or assigned; disqualification for a particular assignment; and appropriate disciplinary action, including termination. Disciplinary actions may be subject to the guidelines outlined in Collective Bargaining Agreements affecting unionized employees.

SECTION F. GIFTS, FAVORS, ENTERTAINMENT, DISCOUNTS AND DISPENSATIONS

Except as provided below or as otherwise required by applicable federal, state and local laws, Employees and former employees still associated with the Museum may not accept gifts, favors, entertainment, discounts or dispensations from individuals, businesses or organizations with whom they have dealings in their capacity as Employees. This includes investments and any relationship of personal financial benefit with any art gallery or business entity, which manufactures or sells art supplies, books, machinery or equipment, or which provides services to the Museum. Gifts from such sources to the relatives of an Employee also are prohibited, unless the donor has a relationship with the relative independent of the Employee's relationship with the donor.

The following are exceptions :

- (1) It is permissible to accept meals within a reasonable value and entertainment of a few hours duration; lodging provided in an individual's home; and unsolicited advertising or promotional material such as souvenirs, books, pens, pencils, note pads, calendars, and other items of modest intrinsic value.
- (2) Within 30 days after receipt, more substantial gifts must either be returned to the donor or delivered to a charitable organization without being claimed as a charitable contribution for tax purposes.
- (3) It is permissible to accept gifts from a spouse, domestic partner, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, aunt, uncle, niece, nephew, or first cousin or the spouse of any such person, unless the donor is acting as an agent or intermediary for another party.
- (4) When the circumstances make it clear that a gift is given on the basis of a personal relationship, rather than the business of the persons concerned, it is permissible to accept a gift, favor, entertainment, discount, dispensation or other thing, if the following criteria are met:

- (a) The gift has a fair market value of \$100 or less.
- (b) The total fair market value of such gift exceeds \$100 with the prior approval of the Ethics Committee.
- (c) The total fair market value of such gift is approximately equal in value to a gift given in an exchange of gifts, with someone other than a lobbyist, on a holiday, birthday or similar occasion.
- (d) With respect to payments by third party sources other than the Museum or the City for travel, employees shall comply with state and local laws applicable to such travel payments.

SECTION G. OUTSIDE ACTIVITIES

Outside Employment, Positions and Services.

While the Museum requires its employees to devote their working day to performing their job responsibilities, the Museum recognizes that its employees may have other employment. The Museum defines "outside employment" as an activity, including self-employment and paid consulting activities for which the employee is compensated.

Employees shall not engage in outside employment during working hours. Additionally, employees shall not engage in any outside employment that presents a conflict of interest with the Museum.

Upon hire, each employee shall complete the Conflict Of Interest Form provided by the Museum. The form, among other things, requires employees to disclose any and all outside employment that may create a conflict of interest or the appearance of a Conflict Of Interest. This form is to be updated each year by the employee. Additionally, employees must update the conflict of interest form whenever they engage in any outside employment that may create a conflict of interest or the appearance of a conflict of interest.

The employee's supervisor(s) will review the forms to determine whether an actual conflict of interest is present. If the supervisor is unable to make that determination, the supervisor shall submit the form to the Ethics Committee for determination.

If a conflict of interest is presented by the employee's outside employment, the employee must receive authorization from the Director or the Ethics Committee to continue his/her outside

employment. Approval of any outside employment is effective only until revoked and may be revoked by the Museum at any time. Employees who fail to secure and retain approval, may be subject to disciplinary action, up to and including discharge.

Employees may engage in outside employment provided that it is disclosed to the Museum in advance, undertaken during off-duty hours and in accordance with the following guidelines:

- (1) Employees' outside employment shall not adversely affect or interfere with the performance of an employee's official duties of the Museum, exploit the name or reputation of the Museum or reflect discredit on the Museum.
- (2) Employees should not accept outside employment if it creates a conflict of interest or otherwise violates the Statement of Incompatible Activities, if applicable. In making a determination as to whether outside employment poses a conflict of interest, employees are expected to exercise reasonable judgment and follow the procedures set forth under this policy (see Section D - Ethics Committee; Advice, Review and Reporting, above). Specifically, employees should be especially aware of conflicts that may be presented by employment offered by art dealers, auction houses, museums, publishers, manufacturers or consultants to such entities. This list is not exhaustive, and is meant only to provide examples of the types of employment and activities that could potentially create a conflict of interest. All employment that may create a conflict of interest or the appearance of a conflict of interest must be disclosed by the employee annually on the Conflict Of Interest Form.
- (3) Employees shall not use the Museum's name in connection with outside employment.
- (4) Employees' use of the Museum's equipment and facilities for outside employment is not permitted unless the employee receives authorization from the employee's supervisor.
- (5) Employees' use of the Museum's materials (office supplies, office services, telephone, e-mail address postage, etc.) for outside employment or personal use is not permitted.

Each employee must complete the Conflict Of Interest Form provided by the Museum upon being hired and annually. Any potential conflict of interest may be reviewed by the Ethics Committee. Trustees are subject to City and State Ethics and Conflict of Interest laws. They undergo annual Sunshine and Ethics Training and they file annual Sunshine Declarations, Statements of Economic Interests, and Ethics Training.

Community, Professional and Volunteer Activities.

The Museum encourages Employees to participate in the activities of voluntary and professional organizations. Employees may accept awards from public service, professional and civic organizations for meritorious public contributions or achievements.

Employees must disclose on the Conflict Of Interest Form any and all community, professional, and/or volunteer activities that may create a conflict of interest or the appearance of a conflict of interest. If the employee's supervisor determines that an actual conflict of interest exists, the employee must receive authorization from the Director to continue his/her involvement with the community, professional, or voluntary organization. Employees who fail to secure and retain approval, may be subject to disciplinary action.

This authorization requirement does not apply to professional organizations, such as the American Association of Museums and other recognized academic or scientific associations or to institutions with which the Museum has established a supporting or cooperative relationship. However, Employees shall still disclose their involvement with these organizations on the Conflict Of Interest Form.

Additionally, in situations of a controversial or sensitive nature, employees are expected to seek the guidance of the Director of Museums or Ethics Committee before making commitments that may be potentially harmful to the Museum's interest.

Employees may not work, solicit or proselytize for such community, civic, or volunteer organizations during their work hours, or attempt to use in any way the name, reputation, property, or facilities of the Museum for the benefit of such organizations. Employees shall not use the Museum's equipment and facilities for any community, professional, or voluntary organizations unless the employee receives authorization from the Director. The use of the Museum's materials (office supplies, office services, telephone, e-mail address postage, etc.) for use in connection with a community, professional or voluntary organization is not permitted.

Teaching, Lecturing and Writing.

The Museum acknowledges the importance of the scholarly pursuits of its employees. The Museum encourages the scholarly pursuits of its employees and encourages employees to disclose all scholarly pursuits to the Museum. Employees or former employees engaging in scholarly activities such as teaching, lecturing, speaking engagements, and writing, whether compensated or uncompensated, which advances their research and increases and diffuses knowledge must carry out those activities in a manner consistent with the Museum's policies, including those pertaining to outside activities and employments.

Manuscripts, articles, lecture notes and all other materials prepared during work hours are the property of the Museum and employees may not receive outside compensation for them. Employees or former employees are encouraged to seek the advice of the Director of Museums or Ethics Committee before agreeing to author as a private individual any publication which draws upon or relates to materials prepared in the course of carrying out Museum responsibilities.

Employees must disclose any and all scholarly activities, whether compensated or uncompensated, related to their employment with the Museums on the Conflict Of interest form. If an employee or volunteer's supervisor determines that a scholarly activity presents a conflict of interest, the employee or volunteer must receive authorization from the Director or Ethics Committee to continue. Employees who fail to secure and retain approval, may be subject to disciplinary action.

SECTION H. APPRAISAL, AUTHENTICATION AND IDENTIFICATION ACTIVITIES

Appraisal, authentication and statements as to monetary value of objects may be prepared by employees only for internal use by the Museum, such as for insurance valuations of objects temporarily in the custody of the Museum or on loan to other institutions.

SECTION I. ACQUISITION, DISPOSAL, AND LOAN OF OBJECTS

Covered Persons have an ethical duty to adhere to the Museum's collections management policies. Care of the Museum's collection and its accessibility should be in keeping with professionally accepted standards. All recommendations for acquisitions shall be given to the Director of Museums or the Chair of the Acquisitions Committee who shall transmit the recommendations along with the Director's comments to the Acquisitions Committee. All acquisitions shall be approved by the Acquisitions Committee and confirmed by the Board of Trustees.

Without regard to the above, when circumstances of a proposed gift to the Museum require a decision before the Acquisitions Committee can be convened, the Director of Museums may accept a gift on behalf of the Museum effective immediately if he deems it appropriate after approval by the President of the Board of Trustees and the Chair of the Acquisitions Committee. The Director shall report the gift to the Acquisitions Committee and to the Board of Trustees at the next meeting of each.

The following additional principles also govern the acquisition, disposal and loan of objects:

- (1) The Museum may not loan works of art to private individuals.
- (2) Museum acquisitions must comply with all applicable local, state, and federal U.S. laws, most notably those governing ownership and import of works of art, such as the National Stolen Property Act (NSPA), the Convention on Cultural Property Implementation Act (CCPIA), sanctions enforced by the Office of Foreign Assets Control (OFAC), the Convention on International Trade in Endangered Species of Wild Fauna and Flora (CITES) and the Native American Graves Protection and Repatriation Act (NAGPRA). Since the status of a work of art under foreign law may bear on its legal status under U.S. law, the Museum shall review relevant foreign laws, and applicable AAM and AAMD guidelines, before making an acquisition. In addition, the Museum shall follow the AAMD Guidelines on the Acquisition of Archaeological Materials and Ancient Art (revised 2013) and the American Alliance of Museums' Standards Regarding Archaeological Material and Ancient Art (revised 2008), as each may be amended from time to time.
- (3) The Museum may acquire works of art by purchase, gift, or bequest. A work of art may be disposed of by sale if it has not been accessioned into the Museum's collection.
- (4) In conformance with the principals of San Francisco Administrative Code 2A.155 (2A.155.4-2A.155.11), as may be amended from time to time, disposal of works of art by sale shall be by public auction except in those instances where the Acquisitions Committee determines on the basis of written information supplied by the Acquisitions Committee and / or the Director of Museums, which shall include a statement of the opinion, that:
 - (a) it is advantageous to the Museum to dispose of them by some other method, and
 - (b) the amount yielded by that method would be no lower than the amount that would be realized through public auction.
- (5) Pursuant to San Francisco Administrative Code Section 2A.155.11, as may be amended from time to time, proceeds from the sale of works of art donated to the Museum shall not be used for any purpose other than the acquisition of art.

(6) Once an object has been accessioned, it shall not be deaccessioned except through formal deaccession procedures in accordance with the Museum's collections management policy, subject to any applicable gift restrictions or applicable court order.

SECTION J. PERSONAL COLLECTING

The Museum recognizes that personal collecting of art by Covered Persons advances professional knowledge and judgment. In addition, the Museum has limited funds for acquisitions and, therefore, it is the policy of the Museum to encourage Covered Persons to develop collections in the belief that this may benefit the Museum and further its public mission and cultural exchange efforts either directly or indirectly in the future (for example, through loans or donations to the Museum for public exhibition and/or through loans to the Museum's counterparts in the United States or internationally.) Because the acquisition, maintenance and management of a personal collection may create actual or apparent conflicts of interest, the following sections provide specific guidelines that govern personal collecting of art.

Private collecting of works of art of the type collected by the Museum, by Covered Persons is an appropriate activity. No Covered Person, their spouse or their child may purchase at auction a work of art that has been deaccessioned by the Museum. No member of the Acquisitions Committee may be a dealer in Fine art.

SECTION K. AVAILABILITY OF CONSERVATION SERVICES

In the interest of conserving Fine art generally, the services of the Conservation Department shall be available to Covered Persons and to the public in individual instances where the Director determines that the provisions of such services will not interfere with Museum's activities and requirements. To support the continued availability of conservation services, the recipient of the services shall pay fair market value for these services.

SECTION L. REPRODUCTIONS OF ART WORKS

The Board of Trustees and the Director of Museums shall use particular care in authorizing the production or sale of reproductions of objects in the collection of the Museum in order to maintain a climate of artistic integrity.

A digital image of an object may be made for a Covered Person who loans that object to the Museum, or to another institution, at the expense of the donor. The Director of the Museum may waive the expense if the Director determines that the loan and digital reproduction furthers the Museums' charitable purposes.

**FAMSF and COFAM Employee
Conflict of Interest Disclosure Form**

The duty to disclose any potential conflict of interest is ongoing in nature. You must complete this form prior to your employment. Additionally, this form must be updated annually and given to your supervisor by January 1 of every year that you are employed. You must also update this form at any time if any one of your answers changes.

If you have any questions on whether something creates a potential conflict of interest or appearance of a conflict of interest, please consult your supervisor.

SECTION M. ARE YOU CURRENTLY OR HAVE YOU ENGAGED IN ANY OUTSIDE EMPLOYMENT IN THE LAST 12 MONTHS THAT MAY POTENTIALLY CREATE A CONFLICT OF INTEREST? SUCH EMPLOYMENT MAY INCLUDE, BUT IS NOT LIMITED TO, EMPLOYMENT WITH ART DEALERS, AUCTION HOUSES, MUSEUMS, PUBLISHERS, MANUFACTURERS OR CONSULTANTS TO SUCH ENTITIES.

YES _____

NO _____

(1) If yes, please identify the employer, your position with the employer, the time frame you were employed, and if you are presently employed by the employer?

NOTE: THIS FORM DOES NOT REPLACE THE ANNUAL STATEMENT OF ECONOMIC INTERESTS FILING, WHICH IS REQUIRED OF DESIGNATED FILERS.