

CREATIVE COMMONS CODES OF CONDUCT FOR EMPLOYEES

Approved March 4, 2018; [prior version](#)

Note this Code is in addition to responsibilities set forth in the Employee Handbooks

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I. OVERVIEW

Creative Commons, a Massachusetts nonprofit corporation (“CC”) with a business office in California, is committed to upholding the highest legal, ethical, and moral standards. CC therefore requires that all employees observe and comply with all federal, state, and local laws and regulations, and maintain scrupulous regard for the highest standards of personal integrity. CC maintains an atmosphere of open communication and trust between employees and management to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. Furthermore, the integrity of CC’s financial information is paramount. CC’s policies and practices have been developed as a guide to our legal and ethical responsibilities in order to achieve and maintain the highest business standards.

II. APPLICABILITY

The standards of conduct articulated in these Codes of Conduct for Employees are applicable to all Creative Commons employees, full-time contractors, and others whom in the scope of engagement CC identifies as covered persons.

CC employees that are also Executive Officers are required to comply with both this policy and the Creative Commons Code of Conduct for Directors and Executive Officers. To the extent that the policies conflict, such individuals are bound to comply with the more stringent requirement.

III. EXPECTATIONS FOR PERSONAL AND PROFESSIONAL INTEGRITY

Every individual associated with CC, including CC's employees, is expected to act in accordance with professional standards, as well as with honesty, integrity, openness, accountability and a commitment to excellence. Everyone is expected to exercise sound judgment to support CC's mission and serve CC's best interests.

As an organization, CC strives to maintain a working environment that values respect, fairness and integrity. CC employees must ensure that their activities support the organization and take care to avoid conduct that would compromise public confidence in CC and its mission. Employees are expected to represent the organization and its mission with professionalism and in a manner that is in the best interests of CC. CC expects that its employees will maintain a shared commitment to core values and an expectation of professional, ethical conduct as representatives of the organization.

IV. CONFLICTS OF INTEREST

As a CC employee, you are expected to act in the best interests of CC in the course of your employment rather than in furtherance of personal interest or gain. You should seek to avoid situations where your personal activities and relationships conflict, or appear to conflict, with the interests of CC, except under guidelines approved by the Board of Directors ("**Board**"). This includes situations where you may have or appear to have an indirect conflict through, for example, a significant other or a relative or other persons or entities with which you have a relationship. A conflict may also arise when you take actions or have interests that make it difficult for you to perform your work for CC objectively and effectively. You must disclose to the Audit Committee any interest that you have that may, or may appear to, conflict with the interests of CC.

There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts are discussed below.

A. Outside Employment

The following types of outside employment are strictly prohibited:

- employment that conflicts with your work schedule, duties and responsibilities;
- employment that creates a conflict of interest as defined in this policy or is incompatible with your employment with CC;
- employment that interferes with the protection of CC's proprietary or confidential information;
- employment that impairs or has a detrimental effect on your work performance with CC;
- employment that requires you to conduct work or related activities on CC's property during CC's working hours or using CC's facilities or equipment; and

- employment that directly or indirectly competes with the business or interests of CC except with approval in advance by the CEO or Chair of the Board.

B. Financial Interests in Other Companies

CC wants to avoid any situation that would result in an employee or other covered person having a material financial interest—including an indirect interest through, for example, a relative or significant other—in any organization if that interest would give you or would appear to give you a conflict of interest with CC. If you believe that you may have a financial interest in another organization that may represent a conflict of interest with CC, it is your responsibility to bring this information to the attention of a member of the Audit Committee. If, after investigation, the Audit Committee determines that the relationship does constitute a conflict of interest with CC, you will have a period of 30 calendar days within which to terminate or modify this relationship accordingly.

C. Transactions with Related Parties

If you have a material financial interest in a transaction between CC and a third party—including an indirect interest through, for example, a relative or significant other—you must disclose that interest, and that interest must be approved by the Audit Committee. We encourage you to seek guidance if you have any questions as to whether an interest in a transaction is significant. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to such related party.

D. Corporate Opportunities

You may not directly or indirectly exploit for personal gain any opportunities that are discovered through the use of Organization property, information or position unless the opportunity is disclosed fully in writing to the Board or its designated committee and the Board or its designated committee declines to pursue the opportunity.

E. Election or Appointment to Public Office

You may serve in an elected or appointed public office provided that the position does not create or appear to create a conflict of interest.

F. Guidance and Approvals

Evaluating whether a conflict of interest exists, or may appear to exist, requires the consideration of many factors. You are encouraged to seek guidance and approval in any case where you have any questions or doubts. CC may at any time rescind prior approvals to avoid a conflict of interest, or the appearance of a conflict of interest, for any reason deemed to be in the best interest of CC.

V. FINANCIAL CONTROLS

As a nonprofit entity, the integrity of CC's financial information is paramount. CC's financial information guides the decisions of the Board and is relied upon by the public. If you have any questions or concerns regarding the financial controls in place, we encourage you to seek guidance from the Chief Executive Officer or the Audit Committee of CC's Board.

VI. WHISTLEBLOWER AND REPORTING POLICY

CC is committed to maintaining a workplace where employees who reasonably believe that they are aware of conduct in violation of CC's legal and ethical duties can raise these concerns free of any harassment, discrimination or retaliation. CC therefore encourages employees to promptly report those concerns, anonymously or otherwise, in accordance with the procedures outlined below. Discrimination, retaliation or harassment of any kind against any employee who reports such concerns is prohibited.

A. Reporting and Investigation

If you become aware of conduct that reasonably leads you to believe that a violation of CC's legal or ethical duties (including, but not limited to, questionable accounting, internal accounting controls or auditing matters, conflicts of interest, or other misconduct such as harassment) is occurring, you must immediately report those facts to your supervisor, the human resources portal at hr@creativecommons.org, or the General Counsel. Information about the current recipients of emails sent to the human resources portal is available in the Human Resources section of Teamspace (https://teamspace.creativecommons.org/Human_Resources). You may then be requested to document your report in writing.

You may also report your concerns by sending a letter to any member of the Audit Committee or by sending an email to audit@creativecommons.org. Information about the current members of the Audit Committee is available at <https://creativecommons.org/about/team/> and available on Teamspace (https://teamspace.creativecommons.org/Human_Resources).

All complaints under this policy will be taken seriously and will be promptly and thoroughly investigated. All information disclosed during the course of the investigation will remain confidential, including the identity of the reporting employee if requested, except as necessary to conduct the investigation and take any remedial action in accordance with applicable law. All employees and supervisors have a duty to cooperate in the investigation of reports of any conduct covered by this policy. In addition, an employee will be subject to disciplinary action, including the termination of their employment, if the employee fails to cooperate in an investigation or deliberately provides false information during an investigation. If, at the conclusion of its investigation, CC determines that a violation of policy has occurred, CC will take remedial action commensurate with the severity of the offense. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the quality of the information provided, and may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy.

B. Discrimination, Retaliation or Harassment

CC strictly prohibits any discrimination, retaliation or harassment against any person who reports conduct in violation of CC's legal and ethical duties (including questionable accounting or auditing matters, or the reporting of fraudulent financial information) based on the person's reasonable belief that such misconduct occurred. CC also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of such complaints.

If you believe that you have been subject to discrimination, retaliation, or harassment for having made a report under this policy, you must immediately report those facts to your supervisor, the Chief Executive Officer, or a member of the Audit Committee of CC's Board. It is imperative that you bring the matter(s) to CC's attention promptly, so that any concern of discrimination, retaliation, or harassment can be investigated and addressed promptly and appropriately.

Any complaint that any directors, managers, supervisors, consultants or employees are involved in discrimination, retaliation or harassment related to the reporting or investigation of conduct in violation of CC's legal duties will be promptly and thoroughly investigated in accordance with CC's investigation procedures. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including discharge, will be taken.

C. Additional Enforcement Information

In addition to CC's internal complaint procedure, personnel should also be aware that certain federal and state law enforcement agencies may be authorized to review legal compliance, including reviewing questionable accounting or auditing matters, or potentially fraudulent reports of financial information. CC's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct which violates CC's policies will be viewed as unacceptable under the terms of employment at CC. Certain violations of CC's policies and practices could even subject CC and/or the individual employee(s) involved to civil and/or criminal penalties. Before issues or behavior can rise to that level, employees are encouraged to report questionable accounting or auditing matters, suspicion of fraudulent financial information, or discrimination, retaliation or harassment related to such reports. Nothing in this policy is intended to prevent any person from reporting information to the appropriate agency when that person has reasonable cause to believe that the violation of a federal or state statute or regulation has occurred.

VII. MODIFICATION

CC can modify this policy unilaterally at any time without advance notice. Modification may be necessary, among other reasons, to maintain compliance with state and federal regulations and/or to accommodate organizational changes within CC.