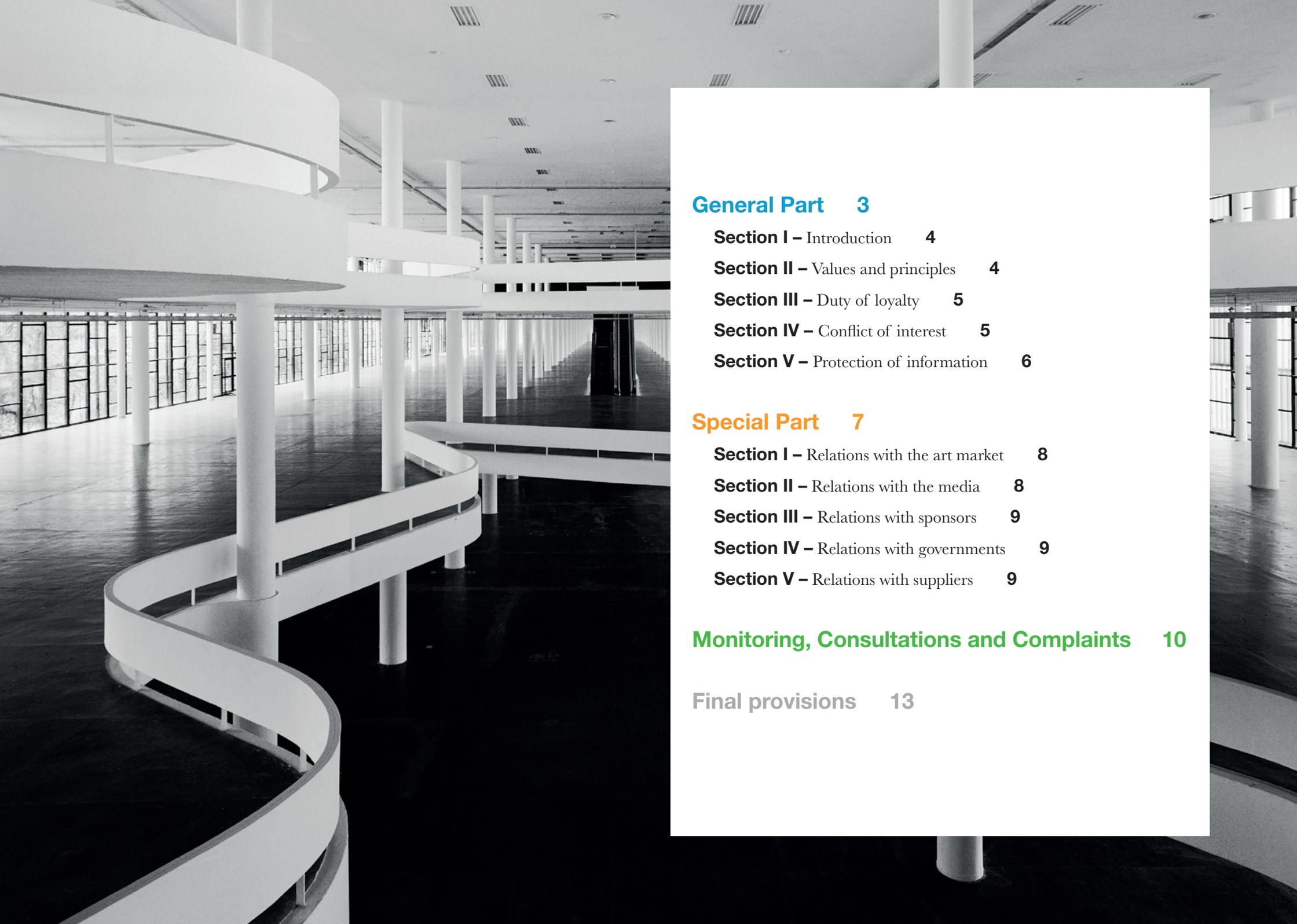


CODE OF CONDUCT



fundação bienal de são paulo



General Part 3

Section I – Introduction 4

Section II – Values and principles 4

Section III – Duty of loyalty 5

Section IV – Conflict of interest 5

Section V – Protection of information 6

Special Part 7

Section I – Relations with the art market 8

Section II – Relations with the media 8

Section III – Relations with sponsors 9

Section IV – Relations with governments 9

Section V – Relations with suppliers 9

Monitoring, Consultations and Complaints 10

Final provisions 13

chapter 1

general part

Section I • Introduction

Art. 1º This Code of Conduct is intended to promote, among board members, officers, curators, artists, employees and volunteers of Fundação Bienal de São Paulo, strict respect for legal, statutory and procedural rules and the highest ethical standards of conduct.

§ 1º In this document, Fundação Bienal de São Paulo shall be called simply “Bienal” and the board members, officers, curators, artists, employees and volunteers shall be called “staff”.

§ 2º The rules contained in this Code must also be observed, to the appropriate degree, by consultants and other suppliers of goods or services to Bienal, and they must be aware that non-compliance could result in the termination of their respective contracts and other applicable penalties.

Section II • Values and principles

Art. 2º Bienal underpins its actions on the following values:

- I** – commitment to the visual arts;
- II** – support for Brazilian art;
- III** – education and learning for the public;
- IV** – social inclusion;
- V** – preservation of memory;
- VI** – opening up relationships within the art world;
- VII** – solidarity with and respect for its staff;

VIII – independence from the art market;

IX – autonomy and financial sustainability.

Art. 3º In the development of its activities, Bienal shall observe the principles of transparency, fairness, accountability and corporate responsibility, in accordance with the best governance practices.

Art. 4º Staff must always work towards assuring that Bienal adheres to the values and principles established in the previous articles and also underpin their conduct on the following specific principles:

I – prevalence of the interests of Bienal over any private interests;

II – esteeming Bienal in all their initiatives;

III – probity;

IV – care and rigor in the use of the public and private funds under their management;

V – promotion of a work environment free of all forms of discrimination or prejudice;

VI – good faith and cordiality in interpersonal relations;

VII – respect for human rights and for diversity;

VIII – long-term commitment to the institution’s processes.

Section III • Duty of loyalty

Art. 5° Staff must serve Bienal loyally and they are forbidden to:

- I** – make an endowment to the detriment of Bienal;
- II** – borrow or use, for their own benefit or for the benefit of third parties, the trademark, physical premises or goods or services of Bienal;
- III** – receive from third parties any form of direct or indirect personal advantage, by virtue of their position;
- IV** – use commercial opportunities or any other opportunities they are aware of by virtue of their position for their own benefit or for the benefit of third parties, regardless of whether it is harmful to Bienal;
- V** – fail to exercise or protect the rights of Bienal or, in seeking to obtain advantages for themselves or for third parties, fail to take advantage of opportunities of interest to Bienal;
- VI** – promote or sell products or services unrelated to their position on the premises of Bienal.

Sole paragraph The receipt of a gift in an amount of up to R\$300.00 (three hundred Brazilian reals), given as courtesy, publicity or customary promotion, or at historical or cultural events or on commemorative dates, does not constitute a personal advantage.

Section IV • Conflict of interest

Art. 6° For the purposes of this Code, a “conflict of interest” is a situation in which one or more of the staff, either directly or representing other institutions, has a specific private interest, beyond the interests of Bienal, on any topic that will be the subject of a decision by Bienal.

Art. 7° All Bienal staff must:

- I** – refrain from participating in discussions and decision-making on any matter about which, for any reason (personal, commercial, professional, academic, political, financial or any other), they have a private interest or one that conflicts with the interests of Bienal;
- II** – promptly declare their conflict of interest or private interest, which may also be declared by any other person, and leave the room when the matter is discussed and decided or let their supervisor decide in their place, depending on the case;
- III** – inform Bienal should any conflict of interest arise that makes it difficult or impossible for them to exercise of their duties.

§ 1° At the start of each meeting of the founding bodies, after reading the agenda of the meeting the Chair will ask those present whether any of them are an interested party in any of the decisions and whether there are any other reasons preventing them from taking part in the decisions on the agenda.

§ 2° Independently of the question referred to in the previous paragraph, it is the duty of those present to declare any conflict of interest before deciding on the agenda item to which the conflict refers.

§ 3° If a member of staff has some personal interest or duty that, while not representing a conflict, could make the others feel influenced in their decisions, they must declare the nature of their personal interest or responsibility and the other members of the body or the supervisor, depending on the case, shall decide whether it constitutes an impediment to their participation in the discussion and decision.

§ 4° Votes cast or decisions made by persons who have interests that conflict with the interests of Bienal are voidable.

Section V • Protection of information

Art. 8° Staff must protect all the confidential information they have access to in the performance of their duties, and they shall:

- I** – refrain from retransmitting, disclosing or in any other way making the confidential information accessible to third parties;
- II** – not use, record or make copies of the confidential information they have access to for their own exclusive and/or unilateral benefit, in the present or future, or for the benefit of third parties;
- III** – safeguard, under their exclusive responsibility, documents and other materials containing confidential information that has been made available to them;

IV – immediately notify Bienal of any order by a judicial authority for the release of confidential information, sending it a copy of the released information and how it was released.

Sole paragraph Confidential information is considered to be any information on the guidelines, strategies, exhibitions, programs, projects, workings, organization or performance of Bienal that has still not been cleared by the appropriate body or employee for public release, or any information that contains relevant private or intimate information about people, without prejudice to other information that may become classified as confidential.

Art. 9° The duty of protection does not apply to information that:

- I** – was already in the public domain at the time it was made available to the staff member;
- II** – becomes part of the public domain after it was made available to the staff member, provided the disclosure did not occur in violation of the provisions of this Code;
- III** – was or became available to the staff member without any restrictions on its use or disclosure before it was supplied by Bienal, provided the source of this information was not subject to any confidentiality obligation;
- IV** – was already well known to the staff member before it was made available to them by Bienal.

chapter 2
special part

Section I • Relations with the art market

Art. 10 The definition of the artists who will be invited to display their works at the biennial art exhibitions is the sole responsibility of the respective Curator, and this information shall be considered confidential until its official announcement.

Art. 11 Staff that have access to the information mentioned in the previous article, besides protecting it pursuant to article 8 of this Code, shall refrain from purchasing, for themselves or for third parties, any works of the artists selected by the Curator and, in general, from establishing any commercial relationship with these artists, in the period between the date on which they had access to this information and the date on which it was made public in an official announcement.

Art. 12 The Curator of the biennial art exhibition must, during the full duration of their contract with Bienal, request prior authorization from the Executive Board to:

- I – sign, themselves or through an organization in which they have an equity interest, any commercial contracts, even verbally, with any actors in the art market, namely artists, galleries, agents, collectors and other sellers of art;
- II – participate in events organized by artists, galleries, agents or other sellers of art.

Section II • Relations with the media

Art. 13 It is the sole responsibility of the President of the Executive Board to speak publicly on behalf of Bienal.

§ 1° In the absence of the President, the responsibility referred to in the main clause of this article shall be assumed, successively, by the First Vice-President, the Second Vice-President or by whomever the President appoints.

§ 2° The provision in the main clause of this article shall not prevent the Curator of the biennial art exhibition from speaking about artistic aspects of the exhibition or about events related to it.

Art. 14 All staff speaking on behalf of Bienal shall employ their best efforts to establish an institutional tone to their statements, and refrain from making personal opinions that could lead third parties to believe that they reflect the position or are endorsed by Bienal.

Art. 15 Staff shall promote Bienal, its values and decisions in all their public statements.

Section III • Relations with sponsors

Art. 16 Bienal does not receive donations, sponsorships or any other form of support from individuals or organizations that:

- I – feature on the Registry of Employers that have subjected workers to slave labor conditions (“Dirty List”);
- II – have been convicted of crimes resulting in any way from discrimination or prejudice;
- III – have goals or defend positions that run counter to or conflict with the mission, principles or values of Bienal.

Art. 17 In the biennial art exhibitions, the disclosure of any donations and sponsorships received directly by the artists, without intermediation from Bienal, shall observe the communication policy established by Bienal.

Section IV • Relations with governments

Art. 18 Staff may not imply, promise or offer any type of financial assistance, gratification, reward, commission, donation or advantage of any kind to government representatives and public authorities in general, their relatives or any persons directly or indirectly associated with them.

Art. 19 Staff at Bienal in the performance of their duties may not simultaneously hold a political office or manage a government body or agency with which Bienal has a partnership.

Section V • Relations with suppliers

Art. 20 The contracts to be signed with suppliers must contain a specific clause wherein contracted parties declare that they have a comprehensive knowledge and understanding of this Code of Conduct, wherein they undertake to comply with its provisions to the appropriate degree and wherein they recognize that any violation of its rules constitutes a breach of contract.

Art. 21 Any goods or services contracted from (i) staff of Bienal, their spouses, colleagues, ascendants, descendants and relatives to the second degree; or (ii) organizations in which the individuals mentioned in the previous item are direct or indirect controllers or in which they hold more than 10% (ten percent) of the equity interest, will be permitted only on an exceptional basis when the justification has been approved by the Executive Board’s Ethics Commission, and these contracts must be handled with reasonable and equitable conditions identical to those that prevail on the market or that Bienal would offer to third parties.

chapter 3
monitoring, consultations
and complaints

Art. 22 The Governance and Ethics Committee of Bienal shall ensure the adequate implementation of this Code, reporting annually and presenting suggestions for its refinement to the Board of Directors.

Sole paragraph If, due to declarations of impediment, there are fewer than 5 (five) members of the Governance and Ethics Committee unimpeded from working on a situation being examined by the body, the Chairman of the Board of Directors shall appoint ad hoc member(s) to ensure the minimum quorum of 5 (five).

Art. 23 An Ethics Commission shall be established for the Executive Board, formed by the Chief Executive Officer and by 4 (four) other officers appointed by him, to implement this Code in accordance with the guidelines of the Governance and Ethics Committee.

§ 1° The meetings of the Ethics Commission shall be held with the presence of at least 3 (three) of its members, decisions shall be taken by simple majority vote of those present and the deliberations shall be recorded in minutes.

§ 2° The Ethics Commission shall report to the Governance and Ethics Committee in all the meetings of this Committee, reporting on all the cases it has analyzed and presenting the information and/or suggestions that it deems necessary.

Art. 24 Doubts regarding the application of this Code and/or the

ethical suitability of any conduct should be referred directly to:

I – the Governance and Ethics Committee, at the email [indicar], when the doubt is related to the conduct of a member of the Board of Directors, the Board of Honor, the Executive Board, the Audit Committee or the International Advisory Board;

II – the Executive Board's Ethics Commission, at the email [indicar], for any other doubts related to this Code.

Art. 25 Any party can submit to the Governance and Ethics Committee a complaint alleging violation of the rules contained in this Code in a message sent to the email [indicar] or by regular mail addressed to the Coordinator of the Committee at the headquarters of Bienal, describing the facts that occurred in as much detail as possible and attaching any documents that confirm their allegations.

§ 1° The complaints must contain the identity of the complainant (name, ID number and connection to Bienal), and they may, however, request that their identity remain confidential.

§ 2° The Governance and Ethics Committee may decide to summarily dismiss complaints that have insufficient materiality or evidence of a violation of the rules of this Code, as well as those submitted anonymously, notifying the parties of its decision.

§ 3° If the case is not summarily dismissed, the Governance and Ethics Committee will conduct a confidential inquiry with a view to clarifying the incident.

§ 4° An inquiry may also be opened by the Governance and Ethics Committee on its own initiative, when it has knowledge that, in theory, could constitute a violation of the rules of this Code.

§ 5° The Governance and Ethics Committee may request documents, take the testimony of staff and follow any other procedure it deems necessary over the course of its inquiry.

§ 6° The inquiry shall be concluded, preferably, within a time frame of 90 (ninety) days from the receipt of the complaint.

§ 7° Upon completing the inquiry, the Governance and Ethics Committee shall draft a final report and, if it concludes that the rules of this Code were indeed violated, recommend to the appropriate bodies the adoption of the necessary measures to punish the offender(s), make reparations to the victim(s) and/or prevent similar incidents from happening again.

§ 8° The right to a full defense of the respondents shall be guaranteed and respected throughout the entire inquiry.

§ 9° The Governance and Ethics Committee may delegate to the Executive Board's Ethics Commission the duties conferred to it by this article, whenever the complaint concerns the conduct of curators, artists, employees and volunteers of Bienal, or consultants and other suppliers of goods or services.

§ 10° The Governance and Ethics Committee may, under any circumstances, delegate partially or fully the duties conferred to it by this article to an independent professional or company that provides external ombudsman services.

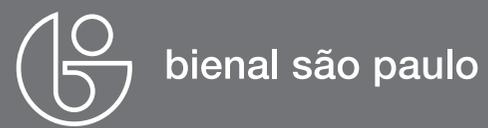
chapter 4

final provisions

Art. 26 All Bienal staff must, upon their appointment, sign a statement to the effect that they have read and will abide by this Code, declaring any potential conflicts of interest with Bienal and explicitly agreeing to protect confidential information, in accordance with a model to be approved by the Executive Board, renewing it annually.

Art. 27 The Executive Board shall widely publicize this Code of Conduct, including by posting it on the website of Bienal.

Art. 28 This Code of Conduct shall come into effect 60 (sixty) days after its approval, and shall be periodically reviewed and updated.



bienal são paulo