

The LRN Code of Conduct

Our Code of Conduct provides a guide for living our values and Leadership Framework each day. No matter our role at LRN, each of us has an important part to play.

We need the Code to provide guidance when we must make difficult decisions. The Code does not cover every situation or scenario we may face working at LRN—we will continue to rely on our values and the [Leadership Framework](#) to help us.

Uncompromising leadership behavior is what our Code of Conduct is about. At LRN, each of us is a leader in delivering knowledge and solutions that inspire the business community to engage in sustainable and profitable commercial behaviors. As LRN colleagues, we are united by the desire to enlist and form trusted partnerships with the best of global businesses as partners, as suppliers, as stakeholders, and as colleagues.

Next: CEO message



Message from LRN's CEO Kevin Michielsen

LRN's Code of Conduct is one of the ways we codify our mission, philosophy, and values at LRN. It presents a vision for how we aim to operate, lead, and govern ourselves. It's also a framework for our behavior—both as individual colleagues and for the company as a whole. What is unique about LRN is that we work to elevate



the behavior in our client partners' workplaces while also committing to the highest standards of behavior in ourselves. What we hope you come to experience in the pages that follow is that we are not an ordinary company. We believe in something bigger than ourselves. We believe we can have a positive impact in the world by helping other people around the world do the right thing and by inspiring principled performance.

A mission and a purpose of this magnitude demand a set of values that allow us to tangibly bring that mission and purpose to life through consistent, inspired, and values-based behaviors anywhere and everywhere LRN operates. What is also unique about LRN is codes of conduct are a part of our service offering. At LRN we believe codes of conduct are important guides for employees seeking to understand their organization's culture and expectations for workplace conduct. We hope our Code guides you in how to live LRN's mission, purpose, and values. We hope it helps define how to translate our values into positive and elevated workplace behaviors. When faced with a tough decision, we hope our Code is a reference point that both informs and encourages ethical actions.

Each of us is personally responsible for bringing this Code to life through our mindsets, behaviors, actions, and decisions. A commitment to ensuring HOW we do what we do through our values of integrity, humility, passion, and truth is our expectation for every LRN colleague and it is critical to LRN's continued success. Thank you for your partnership and active participation in shaping and strengthening LRN's culture.

A handwritten signature in black ink, appearing to read "James H. ...". The signature is stylized with a large, sweeping initial.

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Purpose, Vision, Mission

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Who we are

WHO WE ARE

Purpose, Vision, Mission



Purpose: Inspiring Principled
Performance.

We propel organizations forward
with the partnership, knowledge,
and tools to grow ethical business
culture.

Mission

Helping people around the world do the right thing.

Our actions and behavior change lives and livelihoods. LRN helps to build bonds and create connections that protect what matters and inspires ethical decision-making. This strengthens and enriches the communities where we work and live.

Vision

A world where we all thrive by acting on shared values.

People seek out employers, partners, customers, and brands who share and act on their core values. Together, they form communities that live those values and reinforce behaviors that make a better world for all of us.

HOW Philosophy

How we do anything means everything.

HOW is a global philosophy, first codified by LRN Chairman and Founder Dov Seidman, that rests at the center of our business. It represents how we come together as a global group of colleagues committed to building a business and a community of people committed to doing the right thing through inspiring principled performance. HOW informs how we operate our business, how we make decisions, how we embrace and work with our client partners, and how we differentiate ourselves in the marketplace.

Values and leadership attributes

LRN's core values are **integrity, humility, passion, and truth**. These are the essential elements that comprise our corporate DNA. They are the touchstones of who we wish to be, and the first points of reference when making business decisions or behavioral choices. In various combinations and applications, they are foundational to how we come together, how we approach our work, and how we embrace our mission and purpose.

The leadership attributes defined in the LRN [Leadership Rubric](#) galvanize and unify our culture and inform our conduct whether we're collaborating with colleagues or our client partners. We believe enduring success is achieved through inspired, ethical leadership—regardless of tenure, job function, or position in an organizational chart. Over time, ethical leadership shapes a culture that governs itself according to shared corporate values.

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WHO WE ARE

Who we are at the core



Who we are at the core



▲ Integrity

Our company is built on values.

Society prospers when businesses embody strong values.

▼ Humility

▼ Passion

▼ Truth

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Leadership Framework

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WHO WE ARE

Leadership Framework

Ethical leadership shapes culture

We believe enduring success is achieved through inspired, ethical leadership, regardless of tenure, job function, or position in an organizational chart. Over time, ethical leadership shapes a culture that governs itself according to shared corporate values.

LRN asks each and every employee to embrace the leadership attributes that guide how we approach our work, come together, and embrace our mission, purpose and values, as these go above and beyond

regulatory or rules-based requirements.



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Leadership Rubric

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Leadership Rubric

What is the Leadership Rubric?

The Leadership Rubric operationalizes the leadership attributes by defining a spectrum of behaviors for guidance in leadership development. Here are the eight key leadership attributes upon which we are focused.

8 Key Leadership Attributes

Takes responsibility & seizes authority

Accepts full responsibility and accountability for one's own professional decisions and actions, or those delegated to others.

Reflective, especially about own nature

Comfortable and self-aware, which enables the ability to respond consistently to complex situations. High EQ, flexibility, and resilient in times of stress. Ability to see how one's own values, passions, and aspirations, fit with culture and have impact on others (and vice versa).

Embraces complexity & ambiguity

Handles challenges with grace and professionalism. Can recover from setbacks and adversity. Refers to core values to make principled decisions. Accepts and faces conflict as natural. Comfortable not having all the answers.

Vision & long-term outlook

Strives to achieve our long-term vision with each task ladder-ing-up to our strategic and operational objectives with purpose.

Principled decision making

Decisions are consistently made based on principles with the long-term vision in mind.

Passionate & optimistic

Has a powerful and unlimiting belief in what is possible. Shows a positive attitude towards new and challenging demands, embraces lifelong learning. Passion and optimism fuels greater enlistment and embrace among colleagues and partners.

Inspires

Develops deep and lasting human relationships internally and externally. Always invests the time to understand and implement what and how colleagues are inspired. Inspire them to NOT to do the next thing right, but rather the next right thing.

Plans & implements

Consistently translates dreams into action by creating and following a plan and enlisting others along the way, and has proven and measurable outcomes.

Download the full Leadership Rubric

2022 Leadership Rubric

Download

Supporting & Contributing Attributes					
Follows	Follows explicit decisions, leads by example and is in the room	Consistent with plans or makes suggestions only when there are gaps in the team's support or plan in terms of "who's doing what"	Has the confidence to make judgments without fear of being wrong and does not have to ask for approval	Has personal responsibility and accountability for others and is willing to stand up to them and other staff for the success of the team	Accountable to management for results and for others' professional development and growth in the long term
Unaware or in denial	Blindly marches forward in pursuit of goals, unaware of others' feedback	Openness to receive feedback and willingness to change, improve	Autonomous in setting and planning direction and self-empowerment by taking control of progress	Is willing to step back, reflect, acknowledge and learn from mistakes, setbacks, losses and setbacks, learn and grow with resilience, courage and determination and does not let setbacks define them	Embraces change and growth, is willing to learn from mistakes, setbacks, losses and setbacks, learn and grow with resilience, courage and determination and does not let setbacks define them
Seeks simplicity & coherence only	Unable to perform tasks with focus, with integrity, gets off-task when the direction changes	Has difficulty dealing with change, prefers to stick to what is known and comfortable	Willingness to adapt to change and plan, flexible, able to change plans as needed when faced with change	Understands complexity and can see the big picture, understands the importance of the mission, the team's role and the impact of the mission	Understands complexity and can see the big picture, understands the importance of the mission, the team's role and the impact of the mission
Short-term outlook	Task oriented, sees the end of the road, and in a constant state of putting out fires	Meets short-term objectives, addresses immediate concerns, but lacks long-term vision	Reports effectively and efficiently, manages priorities and is willing to take on both short-term and long-term tasks	Extends understanding of the mission, objectives and priorities, sees the big picture and the long-term vision	Seeks to achieve the mission, understands the importance of the mission, the team's role and the impact of the mission
Pragmatic decision making	Seeks to solve the immediate problem in the most convenient manner	Seeks the short-term benefit, often resulting in unintended consequences	Acknowledges the need to consider long-term effects of decisions and actions	Avoids making decisions and takes action based on the status of the team, the mission and the long-term vision	Seeks to achieve the mission, understands the importance of the mission, the team's role and the impact of the mission
Complacent & holds limiting beliefs	Is limited by perception and the way things have always been	Has a fixed and fear of failure, makes poor decisions and decisions	Seeks to solve the immediate problem in the most convenient manner	Typically reacts with passion and intensity, often to the detriment of the team and the mission	Seeks to achieve the mission, understands the importance of the mission, the team's role and the impact of the mission

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How we are

HOW WE ARE

The Five HOWs



Our Code is organized into the Five HOWs—the five dimensions of culture in which we can live our values. These dimensions guide us through ethical behavior and set forth the expectations for our colleagues as we continue our journey.

How we know

Use of information

How we behave

Organizational structure

Source of behavior

Reason for behavior

Responsibility for own & others' behavior

Source of authority (Who gets to decide)

Magnitude of authority

Source of regulation

How we relate

Roles and types of skills

Personal development

Level of trust

Rules vs. values

Nature of relationships (Employees)

Nature of relationships (Customers)

Nature of relationships (Supplier/Third party)

How we recognize

Rewards & recognition

Penalties & discipline

How we pursue

Time orientation

Mission & purpose for existence

Determination & definition of significance

Attention to regulatory & legal requirements

Attention to market & public

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Speaking up



Whether we're sharing ideas, expressing concerns, or standing up for what we know is right, speaking up helps build principled performance within LRN. We all have a responsibility to ensure LRN's success. Our thirst to win can never trump our commitment to acting ethically, our respect for the law, or our values. We must be energetic and vigilant in upholding the standards of our Code.

If ever we witness misconduct or suspect that someone affiliated with LRN is behaving illegally or unethically, we have an obligation to speak up.

There are a number of ways to raise issues and concerns:

- Talk to your team lead
- Report violations to any member of the People & Culture team
- Report concerns to the [LRN Helpline](#)

When a matter is reported, the People & Culture team will review the report in confidence and determine the best means of responding or investigating, if needed. The People & Culture team will resolve the matter while preserving the confidentiality or anonymity of the reporting employee.

LRN does not tolerate retaliation in any form, direct or indirect, against employees raising concerns via the Helpline or any other means.



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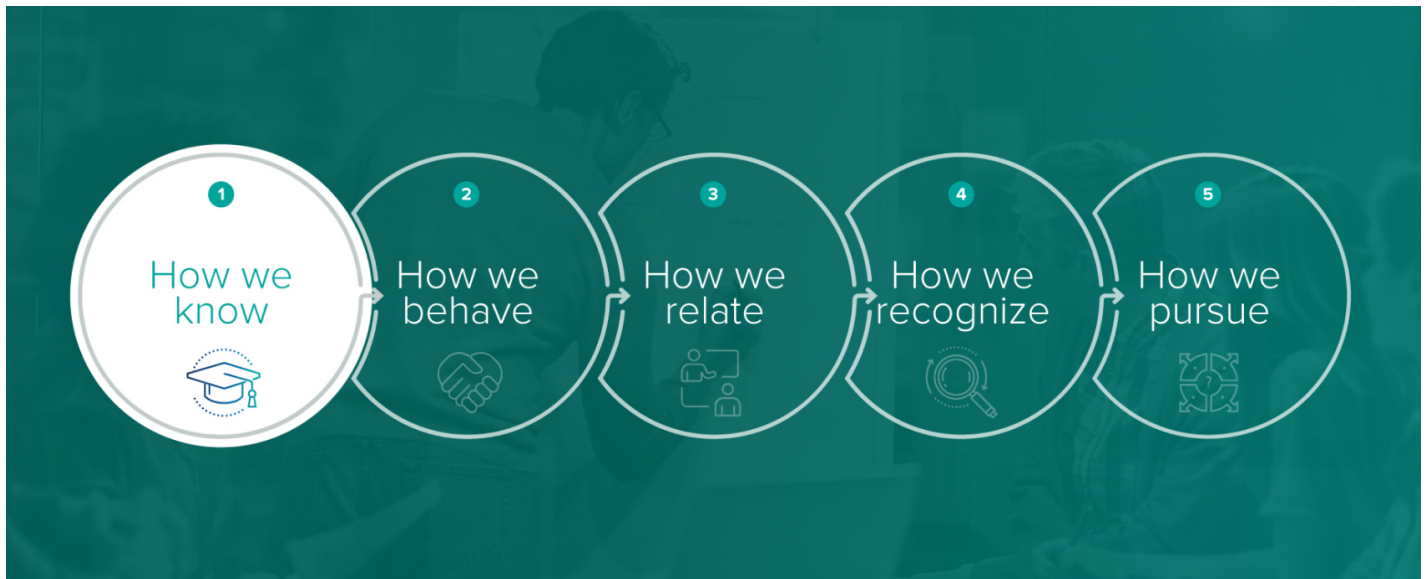


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How we know

HOW WE KNOW

How we know



At LRN, transparency guides how we know and how we create, communicate, and use information. Transparency means readily sharing with others what we know so that we can improve our collective knowledge behavior. By acting as exemplars, we help our client partners do the same:



Share Ideas

We take time to share ideas and strategies with our colleagues, our managers, our client partners and prospects, and our other stakeholders.



Stay Informed

We make the effort to keep one another informed about our actions.



Manage Expectations

We communicate our vision and our program and project goals so that all team members understand what is expected of them.



Honesty

We approach our client partners and prospects honestly. We share knowledge with them, knowing that not every act of sharing needs to return as commercial advantage.

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HOW WE KNOW

Getting our HOWs right – How we know



We handle intellectual property and confidential information responsibly.

When we handle intellectual property, confidential information, and personal information, we are aware and mindful of applicable laws but are guided by a deeper commitment to our values of integrity and truth.

We accurately manage our records.

We enter accurate and truthful information in appropriately accessible systems so those who follow us can build on our accomplishments and help correct our errors. In sharing information, we are always truthful—even when that truth is not flattering to us—so that others can pick up where we left off and build constructively on what we have learned.

Moment of Truth



Question Answer

If LRN colleagues use their Facebook or Twitter accounts to share business-related good news with the public, should they disclose their LRN affiliations? And if they are active in social media forums for business purposes, should they alter or limit the personal information they disclose on those sites?

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How we behave

HOW WE BEHAVE

How we behave



HOW we behave reflects our commitment to achieve a greater good—for our client partners, our organization, our suppliers, our communities, and the larger society. We take personal responsibility for the organization's success and hold ourselves and our colleagues accountable for our actions.

How We Behave



We Earn Trust

We seek high-trust relations with our colleagues, clients, partners, suppliers and others—and we know that while we extend trust openly, it is also our commitment to earn trust from others.



We Go Above and Beyond



We Do the Right Thing



We Pay Attention

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HOW WE BEHAVE

Getting our HOWs right – How we behave



We value diversity, inclusion, and equity.

LRN runs on a human operating system. Our people are our most precious asset. They make us who we are and how the world sees us. The more diverse, inclusive, and equitable we are, the more successful we will be as a company. We value the backgrounds and experiences of all of our people, and we take concrete steps to ensure we have diversity, inclusion, and equity throughout our company—at all levels, in all functions, and in all geographical locations.

We treat each other with dignity and respect.

We believe everyone is entitled to be treated with dignity and respect and to work in a supportive environment free from any forms of harassment and bullying. As an ethics and compliance company, each of us is expected to be a role model in how we treat each other at LRN.

We have zero tolerance for harassment and discrimination. We know that diversity of ethnicity, gender, race, religion, disability, nationality, and sexual orientation makes our workplace better. Discrimination or harassment of any colleague based on these characteristics, seen or unseen, is not tolerated. When we are subjected to, or are witnesses to, unacceptable behavior, we stand up for ourselves and for others, speak up, and [report the incident](#) to the People & Culture team.

We avoid conflicts of interest.

While we are at work, we are expected to put LRN's and our client partners' interests before our own personal gain. Doing this helps us make smart, unbiased decisions that will benefit our business.

We don't solicit or accept gifts in connection with company business. Even the appearance of a conflict of interest can leave others thinking we are acting improperly. If you believe you may have an actual, potential, or apparent conflict of interest, please discuss it with a trusted member of the Leadership Team.



We protect LRN's financial, information, and physical assets.

Our assets are the building blocks for our future, helping us better serve and create value for our client partners. We treat LRN's assets as if they are our own. We do everything we can to protect our assets from loss, damage, waste, and improper use.



Moment of Truth: How we behave

Protecting our assets comes in many forms. While there are physical assets to be protected at our offices in New York City, Dublin, and Mumbai, each and every colleague has a role in ensuring asset protection from wherever they work. Each of us can contribute by:

- **Ensuring security**

Carrying our key cards to ensure security in our physical offices. Don't let in anyone who doesn't have a key card and direct all scheduled visitors to the front desk.

- **Communication**

Letting the appropriate parties know if a security mechanism is not functioning so it can be fixed.

- **Security updates**

Updating security systems on our computers as soon as possible when corporate IT reaches out so that we can ensure company cybersecurity.

- **Using the LRN VPN**

Using the LRN VPN (Virtual Private Network) when working remotely.

- **Caring for equipment**

Taking care of equipment and backing it up regularly, using the approved systems from corporate IT.

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How we relate

HOW WE RELATE

How we relate



HOW we relate to clients, partners, colleagues, and others profoundly affects our journey. We foster networking within LRN and in the marketplace. At LRN, we seek to make one another better, knowing that in so doing, we are also improving ourselves.



Our Relationships

In our relationships, we seek to create meaningful, mutual value for all parties through partnership and collaboration.



Develop

We develop ourselves and our colleagues.



Trust

We strive for relationships of high trust.



Do the right thing

We are guided by what is right to do.



Clients

We want our clients to obtain genuine value from their work with us. We deliver a level of service beyond our formal commitments, ensuring that we put their long-term interests above our desire to enlist them in our solutions.



Others



Colleagues

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HOW WE RELATE

Getting our HOWs right – HOW we relate



We maintain a safe, healthy, and secure workplace.

We take responsibility for keeping ourselves and each other safe, healthy, and secure in the workplace, and for protecting our visitors and communities from harm. Nothing is more important than the safety, health, and security of our people. We take the time to learn and follow all applicable safety and emergency rules and procedures. We immediately report any unsafe or unhealthy situations to a member of the People & Culture team.

We embrace environmental sustainability.

We take responsibility for minimizing the environmental impact of our facilities and operations. We look for opportunities to make the most efficient use of energy, water, and other natural resources. We minimize our environmental impact by reducing waste and recycling materials as much as possible.



We support the communities in which we live and work.

LRN recognizes that we are part of a connected and interdependent world. We contribute to our local communities and the world at large by volunteering and making charitable contributions to organizations and causes that align with our values. We encourage and support each other in speaking out and taking a stand on the ethical and moral issues of our time.

Moment of Truth: How we relate

Example scenario

A sales executive pursued a new prospect with a US \$1M+ opportunity. The sales executive knew that the prospect's requirement of launching a custom code of conduct course two months after contract signing was not likely to be met, but she didn't want to shake the prospect's confidence in LRN or the likelihood of closing the deal, so she did not express the LRN team's reservations.

The prospect became a member of LRN's client community, and work began. The project manager found it almost impossible to build a project plan that met the expectations set during the enlistment process. In addition, delivery—even if possible—would have required that other clients' projects be delayed. Trust eroded quickly, tension characterized the relationship, and the unrealistic deadlines for production and review were missed on both sides.

If the sales executive had applied our core values of integrity and truth, she could have helped educate the prospect about the time it would take to create an education and engagement experience that would bring its code to life. The client, while still a prospect, would probably have appreciated advice, guidance, and honesty from LRN, which would have highlighted LRN's depth of knowledge and unique point of view. We should never make promises, whether implicit or explicit, that we aren't sure we can keep. The benefits of a relationship built on earned and mutual trust should far outweigh the momentary satisfaction of winning a sale.

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How we recognize

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HOW WE RECOGNIZE

How we recognize



We hold our colleagues accountable for their actions, appreciating that we can and should learn as individuals, and as a company, from our personal and collective mistakes. Our consistent behavior reveals us to have integrity and be authentic, both as individuals and as a company. We take personal satisfaction in achieving the LRN mission and finding significance for our client partners and ourselves.

We proclaim our achievements and failures with the intent to learn from them:

We recognize ours and others' right behaviors.

We address behaviors that are contrary to what we believe in.

We model meaningful acknowledgement of actions and individuals.

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HOW WE RECOGNIZE

Getting our HOWs right – How we recognize



We acknowledge and celebrate.

We should apply the screen of our values and principles when we decide what to acknowledge and celebrate with others. It is not always the end result that is the achievement; sometimes how a colleague pursued a challenge, even if the end result was not successful, is more meaningful.

We give due credit.

We give credit to those who have earned it, regardless of level or placement in the organization. We celebrate those who have solved problems or fixed errors, even when we or our organizations are responsible for those problems.

We take responsibility.

We acknowledge individual or collective behavior that is not consistent with the principles we share. We counsel our clients in prudent and enlightened methods for effectively acknowledging and resolving errors which they may have made in their own business operations.



Moment of Truth: How we recognize

We endeavor to recognize our colleagues at LRN. Each year, we will present awards to the LRN professional who has demonstrated, both in spirit and in action, attributes most in line with our values our Company's mission.

These attributes include:

- Committing to living our values and embodying the Leadership Rubric
- Demonstrating other leadership attributes, such as humor, professionalism, perseverance, and service and commitment to client partners and colleagues
- Inspiring our culture and point of view in everything they do
- Being admired and respected by friends and colleagues
- Pursuing the success of LRN's mission of inspiring principled performance

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HOW WE PURSUE

How we pursue



We serve our mission and purpose

Helping people around the world do the right thing by inspiring principled performance.

Significance may not always be immediately profitable, but over the long term it will lead to strong financial and reputational success. In making this journey, we recognize and aspire to higher standards of conduct.

We keep ourselves knowledgeable about the market so that we can transcend it for the benefit of our client partners and stakeholders:

- We work for the long term.
- We pursue significance.
- We have deep respect for the spirit and letter of the law and view it as a starting point.
- We pursue business as leaders in our field.
- We are guided by our desire to serve our client partners.

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HOW WE PURSUE

Getting our HOWs right – How we pursue



We compete ethically and legally.

We believe in healthy competition. Competition fuels innovation and helps make us better at what we do. We compete based on the quality of our solutions and the professionalism of our people. As such, we do not engage in bribery, anticompetitive practices, or unethical means of gathering competitive information.

We safeguard confidential, proprietary, and private information.

Information is a vital business asset. Our proprietary information and intellectual property hold the keys to our success. We protect our own confidential, proprietary, and private information as well as that of others. We follow all recommended practices and procedures to keep them safe from unauthorized disclosure or misuse.

We engage in honest marketing practices.

It is critical that we communicate our thought leadership and the value of our products, services, and solutions. We speak about LRN with pride, honesty, and transparency. We never misrepresent our capabilities, nor do we denigrate our competitors.



We choose business partners who share our commitment to the highest ethical standards, while also ensuring the best value for LRN and our clients.

We are equitable and transparent in our dealings and associations with contractors, suppliers, and other third parties who form our extended business network. We respect the LRN procurement process to ensure that no third party is either advantaged or disadvantaged before, during, or after an engagement.

Moment of Truth: How we pursue

Example scenario

The product team is working on some new developments for the certification manager. This new feature is exciting and will surely bring in some interest from client partners and prospects. The marketing team is excited to announce this new feature. With a big conference coming up, the marketing team is considering announcing this new feature early to start drumming up some sales interest, even though it won't be ready for another two months. The product team reviewed the slide deck for the conference, and felt the slides were misleading by implying that this feature was already in place.

One of the developers discusses this miscommunication with the product team and they decide to let marketing know it isn't in the company's best interest to announce the feature with the current slide deck. The team is concerned that misrepresenting the feature before it's ready could affect trust between client partners and LRN. The marketing team decides that they could reveal the new feature at the conference, as long as they clearly state that it would be ready later in the year.