



FOUNDATION CENTER

79 Fifth Avenue ♦ New York, NY 10003

Tel: (212) 620-4230 ♦ foundationcenter.org

Code of Conduct

(Last updated February 18, 2010)

CONTENTS

- Statement of General Principles
- Compliance with Laws and Center Policies
- Confidentiality
- Human Resource Matters
- Center Documents and Record Retention
- Workplace Health and Safety
- Drug and Weapon-Free Workplace
- Conflict of Interest Policy
- Reporting Suspected Violations and Concerns

Statement of General Principles

The Center is committed to the highest ethical and professional standards of conduct as an integral part of its mission: to strengthen the nonprofit sector by advancing knowledge about U.S. philanthropy. To achieve this goal, the Center relies on each community member's ethical behavior, honesty, integrity, and good judgment. Each community member should demonstrate respect for the rights of others. Each community member is accountable for his/her actions.

This code of conduct describes standards to guide us in our daily Center activities. Our goal is to commit them to writing and to ensure that they are understood and followed by the community.

This code applies to the following members of the Center community: 1) paid staff of the Center when they are working for the Center; 2) consultants, vendors, and contractors when they are doing business with the Center; 3) Center trustees; and 4) individuals who perform services for the Center as volunteers.

Compliance with Laws and Center Policies

The Center and each community member are expected to transact Center business in compliance with all laws, regulations, and Center policies related to their positions and areas of responsibility. In addition, community members are expected to behave in a manner that respects the freedom of others as well as to refrain from interfering with, obstructing, or disrupting a normal Center activity, while exercising their own freedom of expression. Managers and supervisors are responsible for monitoring compliance in their areas.

Confidentiality

The Center maintains confidential records for a variety of business needs. Records include detailed information about customers, job applicants, employees, finances, and future planning. Members of the Center community are expected to protect this information by safeguarding it when in use, storing it properly when not in use, and discussing it only with those who have a legitimate business need to know. Community members who are uncertain about the use of Center records and information should contact their supervisor.

Human Resource Matters

The Center is committed to a work environment free of harassment and disruptive behavior and to providing an equal-opportunity work environment where every member of the Center community is treated with fairness, dignity, and respect. No one shall discriminate against any individual on the grounds of race, color, religion, sex, age, disability, national origin, sexual preference, or any other factor prohibited by law. All members of the Center community, especially supervisors, must be familiar with laws, regulations, and policies related to employment matters as per the Center's Handbook for Employees. Assistance is available from the Center's director of human resources at 212-807-3615.

Center Documents and Record Retention

Every member of the Center community is responsible, within the scope of his or her work, for the integrity and accuracy of the Center's documents and records. No one may falsify or improperly alter information on any record or document. Center documents and records are retained in accordance with the law and the Center's record retention policies. Additional assistance is available from the Center's VP for Finance and Administration at 212-807-3637.

Workplace Health and Safety

The Center seeks a healthy and safe environment for all members of the Center community and for visitors. Every community member is obligated to perform his or her job in a safe manner and to follow all safety rules and procedures. Community members should immediately report any hazardous conditions or job-related illness or injury to their supervisor. Assistance is available from the Center's director of operations and special projects at 212-807-3647.

Drug and Weapon-Free Workplace

The possession of a weapon or the manufacture, distribution, possession, or use of a controlled substance in or on any premises or property owned or controlled by the Center is prohibited. Any member of the community who is found guilty (including a plea of no contest) or has a sentence, fine, or other criminal penalty imposed by a court for any offense involving a weapon or a controlled substance that occurred in or on Center property shall report such action to his or her supervisor or to the director of human resources immediately.

Accuracy of Financial Accounting and Reporting

The Center takes very seriously its obligation to comply with the highest standards of financial accounting and reporting. Community members, to the extent applicable to their duties, must:

- a) Record or participate in the recording of entries in the Center's books and records that are accurate to the best of their knowledge;
- b) Comply with the Center's procedures and internal controls for financial reporting; and
- c) Provide information that is accurate, complete, objective, relevant, timely, and understandable.

Conflict of Interest Policy

This policy addresses situations where there might be a potential financial or personal conflict, or the appearance of such a conflict, between a particular outside interest of a member of the Center community (trustee or staff member) and the obligation that the member owes to the Center. A conflict of interest may exist when the interests or concerns of any member of the Center community, such person's immediate family, or any party, group, or organization to which that person has allegiance may be seen as competing with the interests or concerns of the Foundation Center.

The following are some examples of prohibited activities:

- Members of the Center community may not have a direct or indirect interest, financial or otherwise, of any nature that is in conflict with the proper discharge of the community member's duties.
- No member of the Center community may accept or solicit any gift, favor, or service that might reasonably influence the community member in the discharge of his or her duties or that the community member knows or should know is being offered with the intent to influence his or her official conduct.
- A member of the Center community may not accept other employment or engage in any business or professional activity that he or she might reasonably expect would require or induce the employee to disclose confidential information acquired by reason of the community member's official position.
- No member of the Center may disclose confidential information gained by reason of his or her official position or otherwise use such information for his or her personal gain or benefit.
- No member of the Center community may transact any business in his or her official capacity with any business entity of which the member or any member of his or her family is an officer, agent or member, or in which the member of the community owns a substantial interest.

Full and complete disclosure is the best protection against the harmful effects of a conflict of interest or even the appearance of a conflict. Whether or not self-dealing results from conflict of interest, the existence of the conflict must be revealed to protect the Center and the individual

concerned. In order to avoid conflict between the personal interests of board members or staff and the interests of the Center, the Board of Trustees of the Foundation Center has adopted the following procedures for disclosing potential conflicts of interest and for following up when conflict occurs:

A conflict of interest disclosure statement shall be obtained annually from all trustees, senior staff, and other key employees who are currently serving the Center. Any new trustees or key staff shall be advised of the policy and furnished a disclosure statement upon undertaking the duties of such office. A report summarizing the disclosure statements shall be provided to the Board of Trustees annually.

When any conflict of interest is relevant to a matter requiring action by the Board of Trustees, the interested person shall call it to the attention of the Board of Trustees, and the trustee concerned shall not vote on the matter. Moreover, the person having a conflict shall retire from the room in which the board is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person may provide the board or committee with any and all relevant information before retiring. The minutes of the meeting of the board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by vote of the Board of Trustees or its committee, excluding from the room and the vote the person whose situation will be discussed.

When a conflict of interest arises for any staff member except the president, that staff member shall report it to the president in writing. A conflict of interest relating to the president shall be reported in writing to the chairman of the board.

Reporting Suspected Violations and Concerns

If a community member in good faith believes that an individual has violated any provision of this code, that member should immediately report the suspected violation to his or her immediate supervisor, the director of human resources, the president, or the chairman of the Audit Committee, Michael F. Hayes, at (203) 539-5713.

Individuals are not obligated to express their suspicions or concerns to their immediate supervisor before bringing it to the attention of one of the other individuals designated above. Reported violations of this code will be investigated, addressed promptly, and treated confidentially, consistent with the need to investigate, prevent, or correct the violation.

No one reporting an actual or suspected violation of this code in good faith will be subject to retaliation of any kind. Retaliation against an individual for reporting an actual or suspected violation in good faith or for participating in an investigation of a violation of this code is a serious violation of this code and will be subject to disciplinary action.