

UNITED WAY OF THE PLAINS

CODE OF ETHICS

Adopted by the Board of Directors October 16, 2003

I. INTRODUCTION

The United Way of the Plains is committed to helping fulfill the most pressing needs of people in this area through its agencies and volunteers. As a public provider, the continued success of the United Way depends upon the public trust. All of those involved with the United Way, including the directors, officers, and employees, must conduct themselves in a manner deserving of public trust and confidence.

II. STATEMENT OF ETHICS

It is the long-standing policy of United Way of the Plains to observe all laws applicable to its business.

But the commitment to act ethically does not end with compliance with the law. Even where the law may require less, United Way of the Plains chooses the course of highest integrity. Local customs, traditions, and morals differ from place to place, but honesty is not subject to criticism in any culture. Shades of dishonesty simply invite and spawn demoralizing and reprehensible judgments. A well-founded reputation for scrupulous and honest dealing is itself a priceless United Way of the Plains asset.

All United Way of the Plains' directors, officers, standing committee members, and employees must understand we care *how* results are obtained, not just that they *are* obtained. Personnel shall keep management informed of all their activities, record all transactions accurately in their books and records, and be honest and forthcoming with internal and external auditors.

Of equal importance is the fact that we expect candor from managers at all levels, and total compliance with all United Way of the Plains' policies, accounting rules and controls. Concealing information from higher management sends subordinates the message that United Way of the Plains' policies and rules can be ignored when employees find compliance with them inconvenient, tedious, or unnecessary. Organizational corruption and demoralization may result. Our organization will not function without honesty, including honest bookkeeping, honest budget proposals, and honest economic evaluation of projects, honesty in dealing with staff, volunteers or donors and adherence to the golden rule.

III. CONFLICTS OF INTEREST

Directors, officers, standing committee members, and employees shall avoid any personal influences or relationships that would affect their ability to act in the best interests of the United Way.

A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, with the interests of the United Way. A conflict situation can arise when a director, officer, standing committee member, or employee takes actions or has interests that may make it difficult to perform his or her United Way work objectively and effectively. Conflicts of interest also arise when a director, officer, standing committee member, or employee, or a member of his or her

family receives improper personal benefits as a result of his or her position in the United Way. Directors, officers, standing committee members, and employees shall not have any financial or other relationships with suppliers, agencies or competitors that would impair the independence of any judgment they may need to make on behalf of the United Way. Directors, officers, standing committee members, and employees are required to disclose to the United Way any financial or other relationships with suppliers, agencies or competitors they may have and the reasons they believe such relationship would not violate the Conflict of Interest provisions of the Code. After such disclosure is made, the disclosure will be reviewed by the Executive Committee (for directors and executive officers) or the President (for other officers and employees) and a decision will be made as to whether the disclosed item constitutes a conflict of interest that requires a waiver of the Code, termination of the activity or disciplinary action. Directors, officers, standing committee members, and employees are encouraged to request pre-clearance on any potential conflicts of interest in advance of the relationship or transaction taking place.

Gifts, gratuities, entertainment and similar favors may not be accepted if offered, or appear to be offered, as an inducement to perform an act inconsistent with the best interest of the United Way or if acceptance would place the recipient under an obligation to the provider. Receipt of payment of kickbacks or bribes by directors, officers or employees in any way related to the performance of their duties for or on behalf of the United Way is a violation of this Code.

Doing business with former directors, officers, standing committee members, or employees is prohibited unless approved in writing by the Executive Committee.

IV. DIRECTORS' AND OFFICERS' CODE OF ETHICS

The organization acts through agents, primarily its Board of Directors and Officers, who make fundamental management and policy decisions by adopting and amending the organization's bylaws or by adopting resolutions at Board of Directors meetings. Directors do not carry on the day-to-day management of the organization; that function is left to the President and, by delegation, to other employees.

Directors and Officers occupy a *fiduciary* relationship to the organization and owe it fiduciary duties requiring them to exercise the utmost good faith and to exercise their powers solely in the interests of United Way of the Plains. When individuals become Directors or Officers, they contract to devote diligent attention to organization concerns and to faithfully and honestly discharge their duties. Directors and Officers are not infallible, but must act honestly and in good faith.

The Board of Directors selects the President; the Executive Committee determines his compensation. The Board of Directors also reviews and approves organization policies, financial objectives, major strategies, and plans; provides advice and counsel to senior management; selects and recommends candidates for Board positions; evaluates Board processes and performance; and institutes policies and procedures to promote United Way of the Plains.

In order to carry out its primary functions, the Board has obligations and duties to oversee the organizations business conduct and ethical standards. Those standards are outlined in the Job Description for Directors, which the Board approves.

United Way of the Plains' Officers also have the fiduciary responsibility to act on behalf of the organization, and not to act individually. The management of United Way of the Plains is conducted by the President. Organization bylaws establish and describe the Officers' duties, activities, and obligations. The authority and duties of senior Officers are those delegated to them

by the Directors, and the organization management function is vested in the principal senior Officers.

Officers are obligated to manage the organization in a manner consistent with United Way of the Plains' standards, to execute the Board's specific plans, policies, and directives, and to work with and on behalf of the Board to ensure every Director, Officer, and employee complies with this Code and the policies of the organization.

V. STATEMENT OF DIVERSITY

The United Way of the Plains values and seeks diversity by respecting the knowledge, abilities and experiences of all individuals. Our commitment is to support an inclusive environment reflecting our United Way community and accomplishing our mission.

VI. OUTSIDE ACTIVITIES AND BUSINESSES

Conducting business with others, including vendors or contributors, United Way of the Plains' agencies or others with whom we do business, can pose ethical or legal problems. The following guidelines are intended to help directors, officers, standing committee members, and employees make proper decisions in difficult situations:

A. Kickbacks and Rebates

Purchase or sales of goods and services must not lead to our personnel or their families receiving personal kickbacks or rebates. Kickbacks and rebates can take many forms and are not limited to direct cash payments or credits. All personnel are prohibited from engaging in transactions from which they, or their families, stand to gain personally. Such practices are unethical and, in many cases, illegal.

B. Gifts or Gratuities

Personnel may not accept gifts of money under any circumstances, nor may they solicit non-monetary gifts, gratuities, or any other personal benefit or favor of any kind from suppliers or customers. Personnel and members of their immediate families may accept unsolicited, non-monetary gifts from a business firm or individual doing or seeking to do business with United Way *only* if the gift is of nominal value (*\$50 or less in value from any source in one year*) or the gift is primarily of an advertising or promotional nature.

C. Business Meals or Entertainment

Personnel may not encourage or solicit meals or entertainment from any individual or entity with whom the organization does business. From time to time, personnel may offer or accept business meals or entertainment, but only if they are reasonable, occur infrequently, and do not involve lavish expenditures. In most circumstances, entertainment involving a *per person* expenditure of \$50 or less would not be regarded as lavish. Offering or accepting business meals or entertainment which are not a reasonable adjunct to a business relationship, but are primarily intended to gain favor or influence, shall be avoided.

D. Payments to Agents, Representatives and Consultants

Agreements with agents, sales representatives, or consultants shall be in writing and in standard corporate format, and shall clearly and accurately set forth services to be performed, the basis for earning commissions or fees involved, and applicable rates or fees. Any such payments must be reasonable in amount, not excessive in light of the practice in the trade, and commensurate with the value of the services rendered. The agent, sales representative or

consultant shall be advised that the agreement may be publicly disclosed and must agree to such public disclosure. To avoid questions of over-billing and possible rebates, sales shall not be billed at rates or prices which exceed the organization's normal prices or rates for the product, service and level of distribution involved.

E. Payments to Government Employees

No money, gifts, services, entertainment or other thing of value may be offered or made available in any amount, directly or indirectly, to any federal, state, or local government official involved in the regulation of the business of United Way of the Plains (except for entertainment, including meals, as permitted by law). If in doubt, consult a United Way of the Plains' Officer.

F. Continuing Education and Training

Current and prospective vendors or suppliers of goods and services to United Way of the Plains occasionally offer education or training programs to the organization at no cost. Employees may attend such training programs. Employees attending such programs are encouraged to balance the perspectives of such vendors with the perspectives of competing vendors.

G. Other Improper Payments

No payments or offers of benefits of any kind, other than those included in the organization's standard marketing policies, may be made to customers or prospective customers to induce them to buy our products. Only inducements specified in United Way of the Plains marketing policies, and available to all customers in similar circumstances on an equal basis, may be offered by organization employees. *The use of United Way of the Plains' funds or assets for any unlawful or unethical purpose is prohibited.* Any payment which is improper if made by United Way of the Plains personnel is likewise improper if made on United Way of the Plains' behalf by a commission agent, consultant, or other third party when United Way of the Plains knows, or has reason to know, that the payment will be made. The making of any payment to a third party for any purpose other than that disclosed on payment documentation is prohibited.

H. Distribution of Code

The Vice-President of Finance/Administration shall arrange for distribution of this Code to all third party agents and contractors who act for or on behalf of United Way of the Plains, and to vendors who conduct significant business with United Way of the Plains, and for all such parties to be informed of United Way of the Plains' requirement of strict adherence to the Code.

VII. BOOKS AND RECORDS

A. Falsification of Records

The law requires United Way of the Plains to assure its books and records accurately reflect the true nature of all transactions represented therein. Therefore, it is always against United Way of the Plains policy, and possibly illegal, for any personnel to cause organization books and records to be inaccurate. Examples include, but are certainly not limited to, making records appear as though payments were made to one person when, in fact, they were made to another; submitting expense accounts which do not accurately reflect the true nature of expenses; and creation of any other records which do not accurately reflect the true nature of transactions.

False, misleading, inaccurate, or artificial entries shall never be made in any United Way of the Plains' books or records, or in any public record for any reason, nor shall permanent entries in United Way of the Plains' records be altered in any way. No payment or receipt on behalf of United Way of the Plains may be approved or made with the intent, or the understanding, that any part of the payment or receipt is to be used for a purpose other than that described in the documents supporting the transaction. "Slush funds" or similar "off-book" accounts where there is no accounting of receipts or expenditures on corporate books, are strictly prohibited. Personnel shall not create, or participate in the creation of, any records which are intended to mislead or to conceal anything that is improper or illegal.

B. Accuracy of Books and Records

Complete, accurate and reliable records are essential to efficient corporate management. Our organization's compliance with reporting requirements and other legal standards is equally important. In the preparation and maintenance of accurate and adequate records, the organization and all personnel shall:

1. Comply with all accepted accounting standards and practices, laws, rules, regulations and controls.
2. Ensure that all entries are promptly and accurately recorded and documented. No entry shall intentionally distort or disguise the true nature of any transaction.
3. Prohibit the establishment or maintenance of any undisclosed or unrecorded funds or assets for any purpose.
4. Maintain books and records which fairly and accurately reflect, in reasonable detail, organization business transactions, asset acquisitions and disposal, and other pertinent activities.
5. Protect financial and operational data from destruction and establish and properly maintain record retention procedures.
6. Require employees to sign only those documents they reasonably believe to be accurate and truthful.
7. Restrict access to sensitive data, including but not limited to, financial records, customer information and personnel records, to deter inappropriate disclosure, modification or destruction.
8. Devise, implement, and maintain sufficient internal controls to provide assurances that record keeping objectives are met.

C. Record Retention

Disposal or destruction of United Way of the Plains' records and files is not discretionary. Legal and regulatory practices require retention of certain records for various periods of time, particularly in the tax, personnel, health and safety, environmental, contract, and corporate areas. In addition, if litigation or a government investigation or audit is imminent or pending, relevant records shall not be destroyed until the matter is closed. Destruction of records to avoid disclosure in a legal or other proceeding may constitute a crime. Refer to United Way of the Plains' record retention policies for information on retention periods and restrictions.

VIII. POLITICAL ACTIVITY AND CONTRIBUTIONS

United Way of the Plains encourages all personnel to vote and actively participate in the political process. However, federal and state laws restrict the use of corporate funds in connection with elections. Accordingly, it is against United Way of the Plains policy, and may also be illegal, for personnel to:

- Claim, directly or indirectly, any political contribution that you may desire to make on your organization expense account, or in any other way cause the organization to reimburse you for such an expense. In general, the cost of fund-raising tickets for political functions is considered a political contribution. Therefore, including the cost of any such fundraising event on an expense claim, even if business is, in fact, discussed at the event, is prohibited and possibly illegal.
- Use any United Way of the Plains' property or facilities, or the time of any United Way of the Plains' personnel, for any political activity. Examples of prohibited conduct include, but are not limited to, using the organization secretarial time to send invitations for political fund-raising events, using organization communications systems (including telephone) to make politically-motivated solicitations, allowing any candidate to use any organization facilities (such as meeting rooms) for political purposes, or to loan any United Way of the Plains' property to anyone for use in connection with a political campaign.

The political process is highly regulated, and anyone who has any question about what is or is not proper shall consult with Human Resources before agreeing to do anything that could be construed as involving the organization in any political activity at any level or in any foreign country.

IX. SAFETY, HEALTH AND ENVIRONMENT

United Way of the Plains is committed to providing a safe and healthy work place for our employees and visitors, and is equally committed to preventing deterioration of the environment and minimizing the impact of our operations on the land, air and water. These commitments can only be met through awareness and the cooperation of all personnel. All of us have a responsibility to adhere to safe operating procedures, to guard our own and other employees' health, and to maintain and utilize pollution control systems.

Federal, state and local regulatory agencies insure compliance with laws and regulations affecting safety, health and environmental protection. It is United Way of the Plains' policy to comply with the letter *and* the spirit of all such laws and regulations and to attempt to develop a cooperative attitude with regulatory inspection and enforcement personnel. In keeping with this spirit, personnel are encouraged to report to the HR Manager conditions which they perceive to be unsafe, unhealthy or hazardous to people or the environment.

X. EMPLOYEE RELATIONS

It is the policy of United Way of the Plains to provide equal employment opportunity to individuals who are qualified to perform job requirements, regardless of their race, gender, religion, national origin, age, or disability. Equal opportunity shall be provided in all aspects of employment, including recruitment, hiring, work assignment, promotion, transfer, termination, wage and salary administration, and selection for training.

Every employee has the right to work in an environment free of harassment or discrimination based on race, gender, religion, national origin, age or disability. These commitments can only be met if

all employees treat each other with courtesy, respect and fairness. Adhere to the reporting requirements included in the organization's unlawful harassment policy when you suspect unlawful harassment has occurred or is occurring.

XI. DRUGS AND ALCOHOL

United Way of the Plains' policy prohibits the use, possession or sale of any illegal drugs on organization property. United Way of the Plains' policy prohibits the use, possession or sale of any alcohol on organization property unless specifically approved by the President. Personnel are also prohibited from being on organization property under the influence of either illegal drugs or alcohol.

XII. COMPLIANCE CERTIFICATION

All officers, directors, standing committee members, and employees must sign a certificate attesting to compliance with this Code of Ethics. If material changes are made in this Code of Ethics, new certificates must be signed. The blank form used for the purpose appears on the following page.

EMPLOYEE / VOLUNTEER CERTIFICATE

I have reviewed a copy of the Code of Ethics for the United Way of the Plains on conflicts of interest and employee/volunteer conduct. After having read the Code, I certify that:

1. I have not directly, or indirectly through my family, received improper personal benefits as a result of my position in the United Way;
2. I do not have any financial or other relationships with suppliers, agencies or competitors that would impair the independence of any judgment they may need to make on behalf of the United Way;
3. As of the date of this certificate, I have disclosed to the United Way any financial or other relationships with suppliers, agencies or competitors that may violate the Conflict of Interest provision of this Code;
4. I have not accepted gifts, gratuities, entertainment or similar favors offered, or appeared to be offered, as an inducement to perform an act inconsistent with the best interest of the United Way, or where acceptance of such gifts would place me under any obligation to the provider;
5. I have not received any payment or kickback or bribe in any way related to the performance of my duty for or on behalf of the United Way;
6. Neither I nor any member of my immediate family is engaged in any activity which may reasonably be deemed a conflict of interest as defined in the United Way's Code of Ethics except as follows:

I agree to comply with the Code of Ethics and further state that my answers in this Certificate are true and correct to the best of my knowledge.

Signature: _____ Print Name: _____

Date: _____