

Appendix 6

IFDC Code of Business Ethics and Conduct

The International Fertilizer Development Center (IFDC) is a nonprofit public international organization (PIO). The Center addresses critical issues such as international food security, alleviation of global hunger and poverty, environmental protection and promotion of economic development and self-sufficiency. Collaborative partnerships combine cutting-edge research and development with training and education in support of agricultural sustainability.

IFDC has traditionally demanded and received the highest ethical performance from its employees and representatives. IFDC expects them to discharge their functions solely in the interest of IFDC, while conducting themselves at all times in a manner befitting their status as international civil servants.

In an effort to maintain the high standard of conduct expected and deserved by the international community, IFDC operates under the Code of Business Ethics and Conduct outlined below. All employees and representatives are required to sign the Code of Business Ethics and Conduct form certifying that, in delivering IFDC services and in all other IFDC activities, they will meet the following standards of conduct:

- **Compliance Requirements.** All employees and representatives are required to comply with applicable laws and regulations of the host countries in which IFDC conducts business or operates, as well as with IFDC policies and regulations.
- **Actions Prohibited by the Code of Business Ethics and Conduct.** No employee or representative shall engage in the following actions:
 - a. **Personal Use.** Authorize the use of or use for the benefit or advantage of himself/herself or any other person, the name, brand, emblem, endorsement, services or property of IFDC, except in conformance with IFDC policy.
 - b. **Financial Advantage.** Accept or seek, on behalf of himself/herself or any other person, any financial advantage or gain offered as a result of the employee's or representative's affiliation with IFDC.
 - c. **IFDC Affiliation.** Use his/her IFDC affiliation in connection with the promotion of partisan politics, religious matters or positions on any issue not in conformity with IFDC's official position.
 - d. **Confidentiality.** Communicate to any person outside of IFDC or use to private or personal advantage any information known to them by reason of their official position that has not been made public. These obligations shall not cease upon separation from or the completion of an assignment with IFDC.
 - e. **Improper Influence.** In performance of their duties, seek or accept instructions from any government or from any other authority external to IFDC unless specifically required or allowed by contract.
 - f. **Conflict of Interest.** Hold any continuous or recurring outside occupation or employment that conflicts with his/her IFDC employment or assignment, without prior approval of the President. No employee or representative may be actively associated with the management of or hold financial interest in any business concern if it is possible for him/her to benefit from such association by reason of his/her position with IFDC. An employee or representative who has occasion to deal in an official capacity with any matter involving a business concern in which he/she holds a financial interest shall disclose the measure of that interest to the President (e.g., receiving financial or other compensation for serving on the Board of an organization). The mere holding of shares in a company shall not constitute a financial interest within the meaning of this rule.
 - g. **Retaliation.** Retaliate against any employee or representative who seeks advice from, raises a concern with or makes a complaint to a supervisor or other member of management, or any other whistleblower program, about fraud, waste, abuse, policy violations, discrimination, illegal conduct, unethical conduct, unsafe conduct or any other misconduct by the organization, its employees or volunteers.
 - h. **Contrary to the Best Interest of IFDC.** Operate or act in any manner that is contrary to the best interest of IFDC.
- **Gifts, Entertainment and Favors.** Employees and representatives shall not accept entertainment, gifts, personal favors or preferential treatment that could in any way influence, or appear to influence, business decisions in favor of any person or organization with whom or with which IFDC has, or is likely to have, business dealings. This does not include food, refreshments or gifts of nominal value received in the ordinary course of conducting business.

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- **Drugs and Alcohol.** IFDC is firmly committed to the health and safety of its employees and representatives. IFDC considers the influence of drugs and alcohol in the workplace to be detrimental to its employees and/or to its continued growth and future success. Employees and/or representatives who use non-prescribed controlled substances or alcoholic beverages on the job, or report or return to work under the influence of either, will be subject to immediate discharge.
- **Whistleblower Protection**
 - a. **Purpose.** IFDC employees and representatives are expected to maintain a professional demeanor in the office and conduct themselves with the highest degree of ethical standards. In the event an employee, representative or client has credible evidence of misappropriation, fraud, waste, abuse, IFDC policy violations, illegal or unethical conduct, unsafe conduct or any other misconduct by the organization or its employees or representatives, he/she/they are encouraged to report the matter.
 - b. **Reporting.** Reports may be filed as follows:

A Whistleblower Report may be filed by written or e-mail communication to the Secretary of the Board of Directors, IFDC, (“the Secretary”) and to the Internal Auditor, IFDC (“the Internal Auditor”) (see Annex 18).

Reports that are to be mailed should be addressed to:

 - Secretary of the Board of Directors, IFDC, P.O. Box 148, 106 West Third Street, Tuscumbia, Alabama 35674, and/or
 - Internal Auditor, IFDC, P.O. Box 2040, Muscle Shoals, Alabama 35662.

Reports that are to be e-mailed may be handled as follows:

 - An employee may complete an online “IFDC Whistleblower Report.” This form will be found on the IFDC intranet. The sender will complete this form and submit it electronically. When submitted, it will be forwarded confidentially as an e-mail to the Secretary and to the Internal Auditor.

The individual sending the communication may remain anonymous if he or she chooses. However, the sender must provide sufficient written information for management and the board to initiate an investigation. At a minimum, the information should include the *date of the report, the name, title, department, phone and e-mail address of the person who is the subject of the report, and a detailed description of the allegation.*

Upon receipt of a letter or e-mail under the above delivery mechanisms, the Secretary and the Internal Auditor will immediately notify the appropriate management or board members regarding the allegation. The Secretary and the Internal Auditor will determine the appropriate parties to be contacted based upon the nature of the communication, as follows:

 - For a financial matter: CEO, CFO, and Chairman of the Audit Committee;
 - For a human resources matter: CEO, CHRO, and Chairman of the Board of Directors;
 - For all other matters: CEO and Chairman of the Board of Directors;
 - In the event that any communication involves an allegation against a member of senior management, the Secretary and the Internal Auditor will only contact the Chairman of the Board of Directors and the Chairman of the Audit Committee.
 - c. **Protection.** There will be no recourse or retaliatory action taken against the individual(s) making the report unless the report is determined to be based upon false allegations that are purposefully made to defame the character of the accused. Reports may be filed anonymously or with disclosure of identity and in all instances, every effort will be made to protect the identity of the individual(s) making the report.

I recognize that it is important that I represent IFDC in such a way as to leave others with a positive impression of the organization. In my duties I will preserve and enhance the good name of IFDC and will avoid behavior that might damage its image and reputation.

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Accordingly, I, _____, certify that I have read and understand the IFDC Code of Business Ethics and Conduct and agree to comply with it, as well as applicable laws that impact the organization, at all times. I affirm that, except as listed below, I have no personal, business or financial interest that conflicts, or appears to conflict, with the best interests of the IFDC. I agree to discuss any conflicts listed below with the President and Chief Executive Officer; Director, Operations Division; or the general counsel of IFDC, and to refrain from participating in any discussions, deliberations and/or decisions related to the matter presenting the conflict until such time as it is determined by IFDC that the conflict is mitigated or otherwise resolved.

Describe any potential conflicts:

At any time during the term of my affiliation with IFDC, should an actual or potential conflict of interest arise between my personal, business or financial interests and the interests of IFDC, I agree to:

1. Disclose promptly the actual or potential conflict to the President and Chief Executive Officer; Director, Operations Division; or the general counsel of IFDC; and
2. Until IFDC approves actions to mitigate or otherwise resolve the conflict, refrain from participating in any discussions, deliberations and/or decisions related to the conflict of interest.

Signature: _____

Date: _____

Print Name: _____