



EMPLOYEE CODE OF CONDUCT

At the Winthrop Rockefeller Foundation, each of us is required to observe the highest standards of honesty and integrity in dealings with each other, grantees, the business community, and internal and external stakeholders. The policies that follow and those policies found in the Employee Handbook define those responsibilities.

A description of Ethics, Values and Integrity:

Ethics

In this context, ethics defines what is right and wrong, good and bad, acceptable and unacceptable in the environment associated with our work at the Winthrop Rockefeller Foundation. Ethics define our moral obligations to all those with whom we interact and to the Foundation. They are the principles of conduct governing us as individuals and as an organization and they conform to accepted professional and personal standards of conduct.

Values

Values are our belief system. They are what we believe to be fundamentally important to the Foundation in terms of how we conduct activities. They are the personal and professional characteristics that form the bedrock and foundation of our organization. The Winthrop Rockefeller Foundation's values may be found on page 8.

Integrity

Integrity refers to an unwavering adherence to a high standard of personal conduct, beliefs or set of values in all activities and under all circumstances. Integrity precludes resorting to hedging, quibbling, evasive, or misleading behavior or statements.

Areas to which the code of conduct applies:

Compliance and Laws: Employees are expected to obey all Federal, state, and local laws in their personal lives and in discharging their duties as employees of the Winthrop Rockefeller Foundation.

Political Contributions, Conflict of Interest, or the Appearance of Conflict of Interest: All decisions, activities, and affiliations are to be undertaken in the best interest of the Foundation and the public good without the possibility of creating the slightest hint of impropriety.

Books and Records: These will be maintained in a manner that accurately reflects all Foundation financial transactions and activities. This means falsification of any Foundation record regardless of motive is strictly prohibited.

Misuse of Foundation Assets: This includes fraud, misappropriation, or similar activity.

Personal Behavior: This requires treating each other with respect and dignity; telling the truth, without quibbling or evasive statements; and making decisions and taking action using the highest standards of honesty and ethics.

Harassment: Harassment of any kind is prohibited. No messages (written, voicemail, email, etc) with derogatory or inflammatory remarks about an individual or group's race, color, gender, religion, age, national origin, disabilities or physical attributes, or sexual orientation will be tolerated.

Reporting Violations

Employees who witness violations of the Foundation code of conduct should report the violations to their supervisor or the Chief Operating and Financial Officer at the earliest possible opportunity. See the Whistleblower Policy for more details on how an employee reporting violations is protected from retaliation.

Secretary of the Board or to the President, who, together with the Foundation's legal counsel, shall be responsible for the administration of the policy. Matters under this policy concerning Directors shall be reported initially to the Chair of the Board for appropriate action. Those concerning the staff will be referred initially to the President. Information disclosed to the Secretary (or Chair or President) shall be held in confidence except when the best interest of the Foundation would be served by disclosing the information to the Board in executive session.

Restraint on Participation. Directors or staff who have declared or been found to have a conflict of interest in any matter before the administration or the Board shall not be present during consideration of the proposed transaction, unless, for special reasons, the Board or administration requests information or interpretation from the person or people involved. The person or people involved should not vote on such matters and should not be present at the time of vote.

Any Board member or staff who is uncertain about possible conflict of interest in any matter may request the Board to determine whether a possible conflict prevails. The Board shall resolve the question by majority vote. When possible, the questions or potential conflict should be referred to counsel for an opinion prior to the Board's vote.

Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.