

Food Bank of Delaware

CODE OF ETHICS

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CODE OF ETHICS

The Food Bank of Delaware is committed to adherence to the highest standards of honesty, integrity, and fairness. Avoidance of unethical conduct and conflicts of interest on the part of the Food Bank directors, employees, and volunteers through informed judgment is essential to the preservation of these standards. Informed judgment requires that the Food Bank consciously identify and communicate its values and standards to all employees, and key constituents (See Appendix for Definition of Terms).

The Food Bank of Delaware believes that food is a basic human right for all people and will therefore work for food security for all individuals. The Food Bank will advocate for and educate both consumers (hungry people) and providers to remove barriers to accessing food. The Food Bank will partner with member and other community agencies to establish guidelines for services and be a collaborator in the community to assure fairness and equitable distribution to agencies and individuals.

The following values guide our actions:

- Integrity – We will be open and honest in all relationships, dealings, and transactions. We will strive to earn and convey trust through openness and honesty.
- Stewardship of Resources – We will keep faith with the public trust through efficient and compassionate use of resources entrusted to us. We will strive to be mindful that the mission is accomplished through the generosity of others.
- Accountability – We will set clear standards for the benchmark against which to measure competence, efficiency and effectiveness of our mission. We will embrace a twofold responsibility through accountability: first, for policy, decisions and actions; and second, for complete, accurate and clear record keeping and report information.
- Service – We will commit to provide excellent service. We will continually strive to study, understand and meet the changing needs of those we serve with competence and compassion.

IMPLEMENTATION GUIDELINES

EXECUTIVE SUMMARY

The Food Bank of Delaware will:

- Delegate to the Governance Committee, a standing committee of the Board of Directors, responsibility for monitoring the Policies, Principles, and Procedures as set forth within the Code of Ethics.
- Annually assess its compliance with the Code of Ethics as part of the formal, periodic, organizational assessment of Food Bank staff, volunteers, and constituents.
- Inform Food Bank member and affiliated agencies of the Food Bank Code of Ethics and provide assistance (when asked) to Food Bank member and affiliated agencies in developing their own ethics programs.
- Provide ongoing awareness to Food Bank volunteers and staff on the Code of Ethics.
- Continually assess its published literature and volunteer building programs to ensure that communications are in compliance with the Code of Ethics.

I. INSTITUTIONAL ACCOUNTABILITY AND STEWARDSHIP

A. STEWARDSHIP

The Food Bank of Delaware, a public trust, is accountable to various constituents, including employees, volunteers, donors, and member agencies. The strength of the Food Bank rests in its ability to efficiently marshal the resources necessary to address the needs of hungry people in our state. The organization takes great pride in exercising its role as the steward of these resources as we are entrusted by all who contribute with the management of their donated charitable contributions. Stewardship within the Food Bank of Delaware entails the responsible exercise of managerial authority within the limits of its established relationships with member agencies. The Food Bank stands accountable in those areas where it exercises control, but also recognizes the autonomy of member agencies, and will not infringe on the stewardship functions and responsibilities inherent within them.

DEFINITION

Stewardship is the effective management of contributed products and funds that: reflects the desires of donors and the requirements of the IRS, Feeding America, and other regulators; meets relevant prioritized community needs; and, assures the effective and efficient delivery of services.

PRINCIPLES

Food bank agencies are autonomous organizations and are responsible for establishing their own internal operating policies and procedures for which their boards are ultimately responsible.

Food bank agencies receiving grocery product will be carefully monitored by volunteers and the professional staff to ensure that allocated product is used efficiently and effectively.

There are criteria (consistent with Feeding America requirements and including documentation of ethics code) that will assist in screening and selecting new member agencies for participation in the Food Bank of Delaware's programs.

There are operational policies and procedures to which Food Bank agencies must adhere to retain membership.

The Food Bank will keep its overhead low in order to provide maximum benefit to the community.

B. ACCOUNTABILITY

Accountability is a hallmark trait of the Food Bank of Delaware. As an accountable organization, we embrace the affirmative obligation to fully disclose to our constituencies the financial and programmatic components of the organization in an open, honest, and accurate manner. Staff and volunteers must, therefore, conform to the highest ethical standards and refrain from conduct which would negatively reflect on the Food Bank and/or its agencies.

Principles of Food Bank Accountability

The Food Bank will:

- Maintain a responsible and representative (i.e. diverse) volunteer governing body that will meet regularly during the year to carry out the purpose for which it is organized.
- Maintain status as a non-profit, charitable organization and conduct operations in a manner that will not jeopardize tax deductibility, under state and federal law, of contributions made through the Food Bank.
- Solicit funds according to the highest ethical standards and in full compliance with the laws and regulations governing fund raising in non-profit organizations.
- Conduct a regular (no less than every two years) organizational assessment process, which includes attention to diversity in the recruitment of board, staff, and volunteers.
- Conduct human relations and agency relations, policies, and procedures in a manner which is legally grounded and respectful of the dignity and rights of individuals.
- Be a responsible steward of entrusted products and funds, including contracting only with competent providers of professional services.

Food Bank Actions

The Food Bank will:

- Be responsible to the diverse populations served in the procurement and allocation of food, including the needs, desires, and concerns of donors, regulators and recipients.
- Engage in activities that will effectively communicate to the public information on the issue of hunger and possible solutions.

- Fully and accurately inform the public of financial and programmatic operations on an annual basis.
- Recognize the autonomy of member agency boards to determine their own policies, procedures, and programs.
- Maintain a comprehensive Code of Ethics and related training that will guide the operations and behavior of the organization.
- Maintain a separate Whistleblower Policy that will enable employees and others to raise serious concerns internally so that FBD can address and correct inappropriate conduct and actions.
- Maintain a product distribution system that reflects a balance between community and agency needs and complies with Feeding America policies.
- Conduct communication among board, staff, and volunteers, with Food Bank agencies, network Food Banks, and other organizations which is accurate, candid, respectful, and appropriate to the situation.

II. CONFLICT OF INTERESTS, DUTY TO DISCLOSE, AND VENDOR RELATIONS

(SEE APPENDIX FOR DEFINITION OF TERMS)

A. CONFLICTS OF INTEREST

The Food Bank of Delaware's conflict of interest policy applies to Employees and Directors. To the extent set forth herein, Employees and Directors are responsible for the activities of Family Members. The Food Bank's conflict of interest policy is intended to emphasize the Food Bank's commitment to the highest standards of integrity, fairness, and conduct so as to ensure the maximum public trust. The criteria set forth herein cannot, however, anticipate every conflict that may be a violation of public trust. It is, therefore, necessary to emphasize that in applying the Food Bank's conflict of interest policy, those persons who are subject to it are expected to act so as to honor the spirit and the principles of the policy and, in acting so, to be guided by good judgment, personal honesty and sound ethics.

In their activities on behalf of, and in their dealings with the Food Bank, it is the responsibility of each Employee and Director to avoid any actual conflict of interest and the appearance of a conflict of interest. Each person to whom this policy applies must be free of any activity, association, or investment which might influence, or give the appearance of interfering with, the independent exercise of his or her judgment in conducting the Food Bank's activities or in dealing with the Food Bank. The following criteria are provided to inform persons who are subject to this policy concerning potential conflicts of interest.

1. Disclosure of Interests

Each Employee and Director, and each Employee and Director on behalf of his or her Family Members, who personally has or is attempting to establish or who, directly or indirectly, holds an interest in an organization which has or which is attempting to establish a business relationship with the Food Bank is responsible for disclosing such interest and relationship if, in the aggregate:

- (a) Such interest exceeds five percent of any class of outstanding securities of a corporation,
- (b) Such interest exceeds a five percent interest in a partnership or association, or,
- (c) Five percent of the person's assets or annual income is derived from the subject activity or organization.

2. Participation in Decision Making:

An Employee or Director or his or her Family Members may not participate in the making of any decision or recommendation, including voting, concerning a matter which would result in financial gain, either directly or indirectly, to the Employee, Director or Family Member as a

result of his or her participation in a transaction to be conducted by, for or with the Food Bank. In abstaining from voting or participating in the making of or decision relating to a recommendation because of the existence of a conflict of interest or potential conflict of interest, an Employee or Director shall specifically disclose the reason for such action and shall request that the Employee's or Director's abstention and non-participation in the matter be noted in the minutes of the meeting which abstention or non-participation occurs.

3. Financial Gain:

In connection with any matter which must be disclosed by an Employee under paragraph (1) above, no Employee or Family Member of an Employee may derive any financial gain.

4. Participation in Disclosed Relationship:

In connection with any matter which must be disclosed by a Director under paragraph (1) above, the Board of Directors shall decide whether the Director or the Family Member of the Director may participate in the business relationship which is to be conducted by, for or with the Food Bank. In considering whether the Director or the Family Member of the Director may participate in the disclosed relationship, among the matters to be considered by the Executive Committee of the Board of Directors are the terms and conditions of the proposed relationship and the nature of the proposed relationship that could be entered into. In no event shall a relationship be entered into with a Director or a Family Member of a Director unless the terms and conditions of the proposed relationship are at least as favorable to the Food Bank as the terms and conditions which could be obtained from a third party with respect to a similar relationship.

5. Business/Familial Relationships:

No more than one member of the Board of Directors shall be from a single family nor shall more than two Directors be from a single agency, business or corporation.

6. Outside Employment:

Without prior approval, no Employee may perform services for an organization which has established a business relationship with the Food Bank. In addition, no Employee may be employed for compensation by a Food Bank member agency. Employment of an Employee by a person or organization other than the Food Bank or ownership of a business by an Employee is permitted if such person, organization or business has no significant business relationship with the Food Bank and if such employment or ownership does not interfere with an Employee's job performance at the Food Bank.

7. Non-Food Bank Business

Employees may not use Food Bank facilities or equipment to conduct non-Food Bank business.

8. Acceptance of Gifts:

An Employee must not place the Food Bank, or in connection with matters relating to his or her employment by the Food Bank, himself or herself, under an actual or perceived obligation to another person or entity as a result of a gift, personal favor or financial transaction. Individual gifts of \$25.00 or less may be accepted by an Employee but only if the acceptance of such a gift is not likely to give the appearance of an impropriety and does not interfere with the exercise of good judgment by an Employee, and provided that such gifts are customarily associated with ethical conduct and practices and are not in a form which could be construed as a bribe and do not place an Employee under any actual or perceived obligation.

9. Confidential Information:

An Employee and a Director shall have a duty not to use confidential or proprietary information obtained as a result of his or her relationship with the Food Bank for personal gain.

B. DUTY TO DISCLOSE

At the time a person is employed by the Food Bank, or becomes a Director, and annually while a person continues to be an Employee or a Director, each such Employee and Director shall review the Code of Ethics and sign a Certificate of Compliance with the Code of Ethics in a form to be furnished by the Food Bank. If an Employee or a Director believes that he or she is involved in or has knowledge of a matter involving an actual or potential violation of the Code of Ethics, the Employee (other than the President) shall promptly disclose any such matter to the President, and the Director or the President shall promptly disclose any such matter to the Chair of the Board of Directors of the Food Bank.

C. DUTY OF A VOLUNTEER

The Food Bank recognizes the importance of volunteers. Without volunteer involvement it would not be possible for the Food Bank to operate successfully in fulfilling its purposes and achieving its goals. Food Bank volunteers are expected to act at all times in the best interest of the Food Bank and the community and, in so acting, to be guided by good judgment, personal honesty and sound ethics, and to honor the spirit and the principles of the Code of Ethics. Any question which a volunteer may have concerning his or her duty hereunder should be directed to the Food Bank's President.

D. NONDISCRIMINATION

The Food Bank shall be an equal opportunity employer. All matters relating to the Food Bank's dealings with its Employees shall be dealt with on a nondiscriminatory basis. The Food Bank of Delaware does not discriminate on the basis of race, creed, color, gender, age, religion, national origin, veteran or handicapped status, or sexual orientation in programs, activities, or employment practices.

E. NEPOTISM

Employment decisions and opportunities for career advancement must be based on individual qualifications, work history and documented job performance. Family Members of Employees may be employed by the Food Bank so long as neither Family Member is responsible for the hiring, supervision, determination of compensation or evaluation of the other.

F. VENDOR RELATIONS

Vendors must be treated fairly to avoid favoritism or the appearance of impropriety. Vendors are to be afforded the opportunity to qualify themselves and to offer their products or services on a competitive basis. Competitive bidding (minimum of two bids) is to be conducted in a fair and professional manner, giving no special preference or advantages to any vendor.

G. CONSEQUENCES OF FAILING TO COMPLY WITH CODE OF ETHICS

All matters relating to a possible failure to comply with the Code of Ethics are to be dealt with the utmost discretion and in confidence. In the event of a failure to comply with the standards of the Code of Ethics by an employee, the President, after consultation with the Chair of the Food Bank's Board of Directors, shall determine the appropriate action, if any, to be taken. In the event of a failure to comply with the standards of the Code of Ethics by the President or a Director, the Food Bank's Board of Directors shall determine the appropriate action, in any, to be taken. If an employee fails to comply with the Code of Ethics, such failure could result in disciplinary action, including reprimand, probation, suspension, or dismissal of the Employee for cause. If a Director fails to comply with the Code of Ethics, such failure could result in a request by the Chair of the Board of Directors of the Food Bank to resign from the Board of Directors. If the President fails to comply with the Code of Ethics, such failure could result in a request by the Chair of the Board of Directors of the Food Bank to resign from the position of President.

Food Bank of Delaware
Code of Ethics
Certificate of Compliance
(To be completed annually by all Board members)

I hereby certify that I have reviewed the contents of the Food Bank of Delaware's Code of Ethics and have considered my personal situation in light thereof. I have obtained an interpretation of any provision about which I had a question. I further certify that (check appropriate box):

To the best of my knowledge, I am not in violation of the Food Bank's Code of Ethics, and have not been in violation since the date of my last certification or as of the date on which I became a Director of the Food Bank. []

Or

I have made a full disclosure on the back of this certificate of (1) the facts regarding any possible violation of the principles set forth in the Code of Ethics, and (2) any position held as officer or director of a for-profit business enterprise or not-for-profit organization. Except for this disclosure, to the best of my knowledge, I am not in violation of Food Bank's Code of Ethics, and have not been in violation since the date of my last certification or as of the date on which I became a Director of the Food Bank. []

Name of Board Member (Please print)

Board Title (if applicable)

Signature of Board Member

Date

Food Bank of Delaware
Code of Ethics
Certificate of Compliance
(To be completed annually by all Employees)

I hereby certify that I have reviewed the contents of the Food Bank of Delaware's Code of Ethics and have considered my personal situation in light thereof. I have obtained an interpretation of any provision about which I had a question. I further certify that (check appropriate box):

To the best of my knowledge, I am not in violation of the Food Bank's Code of Ethics, and have not been in violation since the date of my last certification or as of my date of employment (if newly employed). []

Or

I have made a full disclosure on the back of this certificate of (1) the facts regarding any possible violation of the principles set forth in the Code of Ethics, and (2) any positions held as officer or director of for-profit business enterprise or not-for-profit organization. Except for this disclosure, to the best of my knowledge, I am not in violation of Food Bank's Code of Ethics, and have not been in violation since the date of my last certification or as of my date of employment (if newly employed). []

Name of Employee (Please print)

Name of Supervisor

Signature of Employee

Date

III. INSTITUTIONAL, PROFESSIONAL, AND VOLUNTEER EXCELLENCE

The Food Bank of Delaware believes that it has a responsibility to expect and accept from itself nothing short of the best. The pursuit of excellence in carrying out all facets of our mission means that the Food Bank is an organization of people committed to achieving a community free from hunger. The commitment to quality and to serving the people most in need in our community embraces a higher principle of respect and fairness to all individuals. The commitment to quality is strengthened by the recognition that the Board and the Food Bank as an institution are accountable to the community at large. The principles of excellence that follow apply to the organization as a whole, the Board of Directors, the volunteers, and the employees.

A. INSTITUTIONAL EXCELLENCE, PROFESSIONAL, AND VOLUNTEER EXCELLENCE

The Food Bank of Delaware is an organization of people who expect to:

1. Fully understand and embrace the organization's philosophy and commitment to employees, agencies, donors, and other important constituencies;
2. Have the opportunity to develop and advance. The Food Bank shall strive to provide the education and training opportunities for such advancement;
3. Know what is required of them and be kept candidly informed of their progress in meeting performance requirements;
4. Be evaluated individually by the quality, constancy and impact of their efforts in a fair and consistent manner;
5. Be encouraged to offer suggestions and ideas, to take necessary risks, and to reasonably speak their minds without fear of failure or reprisals;
6. Be part of an organization that recognizes each person as an individual who is absolutely fundamental to its overall success;
7. Have the opportunity to do meaningful work and the training, equipment, and support to do it;
8. Be kept abreast of the organization's plans, activities, strategic direction, challenges, and results;

9. Be provided with an environment which is safe and free from hazard and health risks to all degrees practicable;
10. Know how their responsibilities contribute to the achievement of the organization's goals;
11. Have clear, appropriate goals and priorities set and have these attended to for their achievement;
12. Recognize the achievements and contributions of their outstanding employees and volunteers; and
13. Actively engage and communicate with key constituencies in community problem solving processes.

B. PROFESSIONAL EXCELLENCE

Professional Excellence within the Food Bank of Delaware means that all employees are expected to:

1. Be guided by the organizational goals, objectives, and strategic direction;
2. Perform their responsibilities with diligence, perseverance, and reliability;
3. Continually seek to develop the knowledge, skills and judgment necessary to the performance of their responsibilities, and to encourage the same in their co-workers;
4. Exhibit self-reliance and professional autonomy;
5. Strive to meet performance standards at the highest level;
6. Exhibit a spirit of collaboration, teamwork, and collegiality, rather than competition, with co-workers;
7. Actively engage volunteers as partners and policy advisors, rather than as supervisors;
8. Be committed to innovation and creativity which may require voicing minority opinions in a work environment that allows its people to make mistakes;
9. Be committed to efficiency and cost-effectiveness to ensure the best use of Food Bank resources; and

10. Assume responsibility for contributing towards the achievement of organizational goals.

C. VOLUNTEER EXCELLENCE

The Board of Directors and volunteers of the Food Bank of Delaware are expected to:

1. Continue to be informed about the organization's goals, objectives, strategic direction, and challenges;
2. Attend to the achievement of the organizational goals;
3. Help create an organizational environment based on fairness, equity, and respect;
4. Embrace the philosophy that learning should never stop and that people are valuable resources to be developed;
5. Be committed to providing the resources required for all employees to perform their responsibilities with excellence; and
6. Be committed to innovation and creativity to ensure that the Food Bank of Delaware is positioned to best meet and manage the complex challenges that lie ahead.

APPENDIX

DEFINITIONS

For all purposes, the following definitions shall apply to this Code of Ethics:

- (1) “Code of Ethics” shall mean this Code of Ethics as the same may be amended or restated from time to time.
- (2) “Director” shall mean a member of the Board of Directors for the Food Bank.
- (3) “Employee” shall mean an employee of the Food Bank.
- (4) “Family Member” shall mean members of the same immediate family (parent, sibling, spouse, in-law, or child – including foster and adopted children and those whose personal situation constitutes a family unit or close or intimate relationship under generally-accepted societal norms.)
- (5) “President” shall mean the person serving as the President of the Food Bank.
- (6) “Food Bank” shall mean the Food Bank of Delaware.