

SAMPLE

**CODE OF ETHICS
FOR**

Organization Name

**CONFLICT OF INTEREST AND CONFIDENTIALITY POLICY
AND DISCLOSURE STATEMENT**

Every board member, officer, employee, staff member, committee chair, and committee member (individually and collectively “Individual”) of organization name shall avoid any conflict between his/her personal, professional or business interests and the interests of the organization in all actions taken by or on behalf of the organization. To implement this principle and to establish clear guidelines, the following policy has been adopted by the organization’s Board of Directors.

Conflict of Interest Policy

1. No Individual shall, either directly or indirectly, engage in any outside business, financial or professional transaction or other activity which conflicts with the interests of the Affiliate. Each Individual shall place the best interest of the organization foremost in any dealings relating to the organization, and shall not use his or her relationship with the organization in any way that will inure to his or her personal benefit. Each Individual shall at all times act with decorum, honesty, integrity and in accordance with the highest ethical standards.

2. No Individual shall solicit or accept business-related gifts, favors, payments, hospitality or other thing of value from anyone that might influence his or her decision-making or actions affecting the organization. This does not extend to gifts or entertainment of a “de minimus” nature provided on a customary basis. “De minimus,” for purposes of this policy, means gifts with a value of less than \$100.00.

3. No Individual (or any person or entity with whom such Individual has a family or business relationship), shall have a direct or indirect financial interest in, or receive compensation as a result of, transactions with an individual or organization if the Individual knows or reasonably should know that the individual or organization:

- (a) provides the organization services, supplies, materials or property;
- (b) receives products or materials from the organization; or
- (c) has any other contractual relations or business dealings with the organization;

except with prior written approval of the organization’s Board of Directors or its designee after full disclosure of all relevant information. The financial interests set forth above do not include interests in corporations listed on a national stock exchange or traded over the counter, provided that the financial interest is one percent or less of that corporation’s outstanding shares.

4. All potential conflicts of interest shall be disclosed at the earliest possible time. If any Individual (or any person or entity with whom such Individual has a family or business relationship), has or is about to assume any direct or indirect financial interest in, or relationship to, any individual or organization which proposes to enter into a transaction with the organization, such Individual shall provide prompt written notice of such interest or relationship to the organization's Board of Directors or its designee (which shall document the conflict in the Board's minutes). When a conflict or potential conflict exists, the affected Individual shall abstain from voting or acting upon the pertinent item, withdraw from the meeting, and abstain from participating in or informally influencing the decision-making process, except to provide factual information upon request. Further, the Individual shall be prohibited from representing the organization or otherwise participating in the transaction, except with the prior written approval of the Board of Directors or its designee after disclosure of all relevant information.

5. The term "financial transaction" used in this policy shall not be construed to include a charitable contribution or a charitable pledge to the organization, or a split-interest gift arrangement such as a gift annuity, charitable remainder trust or charitable lead trust.

6. This policy shall not be construed to limit any conflict of interest provision (whether or not it is explicitly designated as such) in the Bylaws of the organization.

Confidentiality Policy

An Individual shall maintain the confidentiality of all (organization name) information marked or otherwise designated "confidential," as well as all of the organization's affairs, proprietary business information, internal procedures, operations, personnel information and the like that are not publicly disclosed through the various reports prepared or filed by the organization pursuant to law, regardless of whether such information is marked "confidential" ("Confidential Information"). If an Individual is uncertain as to whether information is confidential, the Individual must consult with the organization's Board of Directors. An Individual will return all Confidential Information upon the organization's request. An Individual shall not use any Confidential Information received while serving the organization in such a manner that the use of such information would be detrimental in any way to the organization, and shall avoid any actions that might impair the reputation of the organization.

Disclosure Statement

At (a) the beginning of each fiscal year, or (b) the date on which the Individual becomes associated with the organization if subsequent to the date in subpart (a), every Individual shall sign a conflict of interest disclosure statement in the form attached hereto that will be kept on file with the organization's records. The information provided in the disclosure statement will be used by the organization solely in the administration of its Conflict of Interest and Confidentiality Policy, and by providing the requested information, each Individual consents to this use.

DISCLOSURE STATEMENT

I have read, understood and agree to abide by the Code of Ethics for (organization name) in its entirety, including the Conflict of Interest and Confidentiality Policies.

- Without exception
- Except as described in the attached statement

Full Name (Printed): _____

Signature: _____ Date: _____