



**Triangle Community Foundation
Code of Conduct
Policies and Procedures**

Approved and adopted by the Board of Directors: June 29, 2010

Whistleblower Policy: Approved and adopted by the Board of Directors: June 25, 2013

Conflicts of Interest Policy: Approved and adopted by the Board of Directors: June 9, 2020

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Triangle Community Foundation Code of Conduct Policies and Procedures

I. Introduction and Scope

Triangle Community Foundation is a publicly supported charitable organization serving the communities of Wake, Durham, Orange and Chatham Counties and dedicated to its mission of expanding private philanthropy. The Foundation operates within the public trust and strives to maintain the highest standards of conduct and ethics in all of its operations.

The Foundation recognizes that it can best accomplish its mission when members of the Board of Directors, volunteer committee members, staff and interns of the Foundation represent the diverse interests, cultures, occupations, and expertise of the community. Such diversity will from time to time face raise actual or apparent conflicts of interest for Board members and others employed by or affiliated with the Foundation which could be detrimental to the Foundation and the communities it serves.

The Foundation is entrusted with confidential information of its donors, fundholders, supporters and stakeholders and, in turn, entrusts the members of its Board of Directors, volunteer committees, staff and interns with that confidential information in serving the Foundation.

Therefore, Triangle Community Foundation adopts this Code of Conduct in recognition of its responsibility to the public trust, in recognition of the importance of fairness and objectivity in its conduct of business, as a means of assuring that every decision of the Foundation is made in the interest of the Foundation and the communities it serves, and as a means of publicly codifying its expectations of Board, volunteer committee members, staff, and interns, and others serving the Foundation.

This Code of Conduct shall apply to all persons holding positions of responsibility and trust on behalf of the Triangle Community Foundation, including but not limited to members of the Board of Directors, volunteer committee members, members of the boards of supporting organizations to the Foundation, staff, and interns (hereinafter “Members.”) This Code of Conduct shall be provided to each Member at the time that he or she is asked to serve the Foundation and will be renewed on an annual basis.

II. General Policies and Expectations

Members of the Triangle Community Foundation are expected to commit themselves to ethical and professional conduct and the Foundation publishes the following policies regarding Member conduct:

- A. Members shall display the proper use of authority and appropriate decorum.
- B. Members shall possess unobstructed loyalty to the interest of the Foundation. This loyalty supersedes any conflicting loyalty such as that to advocacy or interest groups, business interests, personal interests, or paid or volunteer service to other organizations.
- C. No Member shall derive any personal profit or gain, directly or indirectly, by reason of service to the Foundation.

D. There may be no self-dealing or any conduct of private business or personal services between any Member and the Foundation except those conducted in an open and objective manner to ensure equal competitive opportunity and equal access to information.

E. Board members or committee members must not use their positions to obtain employment in the Foundation for themselves, family members or close associates. If a member of the family or a close associate to a Board member or committee member seeks employment with the Foundation, the Board or committee member must not participate in any part of the search, interview or hiring process. Should a Board or volunteer committee member desire employment, he or she must first resign from the Board or committee.

F. Board and committee members may not attempt to exercise individual authority over the policies and operations of the Foundation except through their roles as voting members of the Board or committees. Staff members may not attempt to exercise individual authority over the policies and operations of the Foundation except through their specific job responsibilities and established supervisory structure.

G. Board members and committee members in their interaction with the press and the public must recognize the inability of any individual member of the Board or committees to speak for the Foundation except as expressly authorized by the Board Chair. Staff members in their interactions with the press and the public must recognize the inability of any individual staff member to speak for the Foundation except as expressly authorized by the President. The President serves as the official spokesperson for the Foundation. He/She can delegate this authority as needed and appropriate.

III. Conflict of Interest

Approved and adopted by the Board of Directors: June 9, 2020

This **Conflicts of Interest Policy** is adopted by the Board of Directors of Triangle Community Foundation in its commitment to maintain the highest legal and ethical standards in the conduct of business of the Foundation by the Board, Staff, and Committee Volunteers, thus protecting the integrity and reputation of the Foundation and its programs.

Policy

Under established principles of law and sound business ethics, the Directors, Committee Volunteers, and Staff of the Foundation are responsible for exercising their duties honestly, in good faith, and with a reasonable amount of diligence and care. The Directors, Committee Volunteers, and Staff have an obligation to always keep the welfare of the Foundation paramount in order to ensure that they:

- 1) do not compromise their independence of judgment;
- 2) preserve confidence and trust in the Foundation and the Board;
- 3) protect and fulfill the mission of the Foundation.

Every Director, Committee Volunteer, and member of Staff has a duty of loyalty to the Foundation. Other activities and financial interests must be arranged so as not to interfere with the primacy of that commitment. This policy will assist Directors, Committee Volunteers, and Staff as they identify actual or potential Conflicts of Interest and provide the board with a procedure to address any Conflicts of Interest.

Conflict of Interest: The following circumstances shall be deemed to create potential Conflicts of Interest:

Direct Interest: A Director, Committee Volunteer, or member of Staff, or Family Member of either, has an existing or potential Material Financial Interest in a Transaction that impairs or might reasonably impair the independent, unbiased judgment of the Director, Committee Volunteer, or member of Staff in the discharge of his or her responsibilities to the Foundation; or

Indirect Interest:

- a) A Director, Committee Volunteer, or member of Staff, or Family Member of either, has a Material Financial Interest in another entity which is a party to the Transaction, including without limitation a Potential Grant Recipient; or
- b) A Director, Committee Volunteer, or member of Staff, or Family Member of either, has a Material Affiliation or other relationship with another entity or individual which is a party to a Transaction, including without limitation a Potential Grant Recipient; or
- c) A Director, Committee Volunteer, or member of Staff, or Family Member of either, has a Material Affiliation with another entity that is a party to the Transaction, including without limitation a Potential Grant Recipient.

Fair Dealing: The following provisions set the standard for conduct which constitutes fair dealing:

- a) A Director, Committee Volunteer, or member of Staff shall not use Foundation property, Confidential Information or the status of his or her position to solicit business for him or herself, or for others or in any other manner obtain a private financial, social or political benefit.
- b) Every Director, Committee Volunteer, and member of Staff shall deal fairly with the Foundation's donors, volunteers, vendors, investment advisors, custodian, investment managers, suppliers, and others. A Director, Committee Volunteer, or member of Staff will not take unfair advantage of anyone or any situation through manipulation, concealment, abuse of Confidential Information, misrepresentation of facts or any unfair practice.

Definitions

Disclosure: The standard of disclosure shall be to the best knowledge and belief of the disclosing party. A Director, Committee Volunteer, or member of Staff is not required to disclose the name of a client or clients in order to disclose a Conflict of Interest. It is sufficient that A Director, Committee Volunteer, or member of Staff discloses a potential Conflict of Interest, with names excluded.

Affiliation or Affiliate: A Director, Committee Volunteer, or member of Staff has an affiliation or is affiliated with an entity if he or she or any of his or her Family Members holds any of the following positions with such entity:

- a) member of the Board of Directors or other governing body;
- b) member of any committee or subcommittee of any governing body;
- c) trustee, officer, employee;
- d) consultant, donor, volunteer, investor, or other position with sufficient influence to control or substantially benefit from the affairs of the entity.

Confidential Information: Including but not limited to any information marked or otherwise noted by the Foundation as confidential, any proprietary information of the Foundation, or any non-public information that might be useful to any party if disclosed. Information disclosed under power of subpoena will not be construed to be Confidential Information.

Family Member: Any spouse, child, parent, sibling, domestic partner, spouse of a child, parent or sibling, or person living in the household of a Director, Committee Volunteer, or member of Staff.

Material Affiliation: An affiliation that impairs or might reasonably impair the independent unbiased judgment of the Director, Committee Volunteer, or member of Staff in the discharge of his or her responsibilities to the Foundation.

Material Financial Interest: A direct or indirect (through an Affiliate or Family Member) investment or ownership interest of sufficient amount to provide influence over the activities of any corporation, partnership, limited liability company, unincorporated association or other entity. A Material Financial Interest will also be presumed when a Director, Committee Volunteer, or member of Staff, or Family Member of either, is directly transacting business with the Foundation.

Potential Grant Recipient: Any person, organization or entity that has applied to the Foundation for a competitive grant of money or services.

Transaction: any agreement, relationship or activity to which the Foundation is a party that involves:

- a) the sale or purchase of goods or services, including without limitation real property, personal property, goods, services or rights of any kind,
- b) providing or receipt of a loan or grant of any kind, or
- c) the management of invested assets of the Foundation, purchase and sale of securities, or the choice of investment managers.

Procedures

Prior and Annual Disclosure: Before a Director, Committee Volunteer, or member of Staff begins service with the Foundation, and annually thereafter, Director, Committee Volunteer, or member of Staff will list on a Disclosure Statement provided by the Foundation their affiliations and interests which may create a Conflict of Interest. Disclosure statements are delivered to the President/CEO for review and safe keeping; disclosures will be confidential. If in the opinion of the President/CEO, there is an actual or potential Conflict of Interest, the President shall review the circumstances with the Governance Committee Chair and Board Chair to determine further action.

Transaction Subject to Board or Committee Action

- a) Prior to Board or Committee action on a Transaction involving an actual or potential Conflict of Interest, a Director, Committee Volunteer, or member of Staff having a Conflict of Interest, who is in attendance at the meeting at which the Transaction will be considered, will disclose all facts material to the actual or potential Conflict of Interest as soon as the actual or potential Conflict of Interest is known to the Director.
- b) A Director, Committee Volunteer, or member of Staff will not vote or participate in or be permitted to hear the Board's discussion of the matter, except to disclose material facts and to respond to questions. Such Director, Committee Volunteer, or member of Staff may not attempt to exert his or her influence with respect to the matter, either during or outside the meeting.
- c) After disclosure of a potential Conflict of Interest, disinterested members of the Board or Committee will determine whether a Conflict of Interest exists. If the Board or Committee concludes that a Conflict of Interest exists, the Board or Committee will determine by voting whether the Transaction should be authorized, approved or ratified. The vote will be conducted as follows:

- i) Conflicted Directors, Committee Volunteers, or members of Staff depart the room in which the meeting is conducted.
 - ii) A majority of disinterested Directors or Committee members, without regard to any quorum requirement, must vote affirmatively for the Transaction to be authorized, approved or ratified. A Transaction cannot be authorized, approved or ratified by only a single Director or Committee member.
- d) Disclosure of the Conflict of Interest, the nonparticipation of the Conflicted Director or Staff in the vote regarding the transaction, and the result of the voting of the disinterested Directors or Committee members will be recorded in the minutes of the meeting.

IV. Confidentiality

In the course of conducting the business of the Foundation, Members may be exposed to private or sensitive information about individuals, business interests and nonprofits, necessary to assist members in conducting the business of the Foundation. Members shall not disclose any such confidential and/or proprietary information except as a part of the proper discharge of the Member's duties, recognizing that such information must be disclosed only as part of the transaction of the Foundation's business, as required by law or with the permission of the donor.

"Confidential and/or proprietary information" shall include but not be limited to the following:

- ◆ Employee applications, hiring, salaries, benefits, terminations, layoffs, promotions, disciplinary actions and other personnel matters of the Foundation.
- ◆ Donor identities (specifically when donor wishes to remain anonymous), addresses, contributions, contracts, agreements, correspondence, accounts, grants and other financial transactions with the Foundation.
- ◆ Grant applications, review comments and actions.
- ◆ Investment, asset development, philanthropic services and other committee activities.

Upon leaving the Foundation, Members may not take, keep or share any document or tangible evidence of confidential information or data belonging to, or under the control of, the Foundation; whether heard in a conversation, recorded in electronic or written form, whether an original or a reproduction.

Improper disclosure of confidential and/or proprietary information may be cause for dismissal from the Board, volunteer activities associated with the Foundation or employment, as well as potential legal actions.

The Foundation will comply with both the letter and spirit of all public disclosure requirements, including the open availability of its Form 990 tax returns. The Foundation's Confidentiality Policy shall not be construed in any manner to prevent the Foundation from disclosing information to taxing authorities or other governmental agencies or courts having regulatory control or jurisdiction over the Foundation. However, all Members must hold strictly confidential all information of a private nature, including, but not limited to, all items explicitly discussed in this policy.

V. Anti-Discrimination and Anti-Harassment Policy

The Foundation strongly values inclusiveness and diversity. Accordingly, the Foundation Board, volunteer committees, staff, and interns reflect and benefit from the perspectives of many different segments of the community.

As an employer, Triangle Community Foundation offers equal employment opportunity. Employment decisions are based on merit and business needs, and not on race, color, citizenship status, national origin, ancestry, gender, sexual orientation, age, religion, creed, physical or mental disability, marital status, veteran status, political affiliation, or any other factor protected by law. The Foundation complies with the law regarding reasonable accommodation for handicapped and disabled employees.

As a grantmaker, Triangle Community Foundation actively seeks to promote access, equity, and inclusiveness, and to discourage discrimination that denies the essential humanity of all people. Our grantmaking policies reflect the belief that organizational performance is greatly enhanced when people with different backgrounds and perspectives are engaged in an organization's activities and decision-making. The Foundation does not knowingly support organizations that negatively discriminate on the basis of race, color, age, gender, religion, sexual orientation, physical disability or national origin. "Negative discrimination" is defined by the Foundation to include denial of services, employment or volunteer opportunities to any class of individual in a manner that negatively restricts opportunities of that class.

It is the policy of the Foundation that it will not tolerate visual, verbal, or physical conduct by any Member which harasses another Member, interferes with another's work performance or creates an intimidating, offensive or hostile environment. Harassment for any reason is prohibited. Harassment can take many forms and may not necessarily be directed at the person feeling harassed. Harassment is not necessarily sexual in nature, but may be because of a Member's race, gender, national origin, color, disability, age, sexual orientation, veteran status, marital status, or religion may violate state or federal laws.

A Member who believes that the actions or words of another Member or customer, vendor, or anyone else doing business with the Foundation constitutes harassment has the responsibility to report such conduct as soon as possible to their supervisor, the President or Board Chair. The Foundation will not retaliate against or penalize a Member for making a good faith claim or report of harassment or for providing information regarding a claim of harassment in good faith. All reports will be promptly investigated in as impartial and confidential a manner as possible, and when appropriate will take corrective and preventive action. A Member found to have harassed a fellow Member will be subject to appropriate disciplinary action, up to and including dismissal or termination.

VI. Duties of the Board Chair, the President, and Members

The Board Chair shall be responsible for the application and interpretation of this Code of Conduct as it relates to Board members, committee members, or the President. The President shall be responsible for the application and interpretation of this Code of Conduct as it relates to staff and interns.

Each Member has the affirmative responsibility to report to the Board Chair (in the case of concerns related to Board or committee members or the President) or to the President (in the case of concerns related to staff and interns) knowledge of any words or actions that appear to be contrary to the policies stated in this Code of Conduct.

VII. Whistleblower Policy

Approved and adopted by the Board of Directors: June 25, 2013

It is the policy of Triangle Community Foundation that its operations are conducted according to the highest standard of integrity, and that its officers, directors, employees, fellows, interns,

volunteers, consultants, advisors, vendors and other agents observe the highest standard of business and personal ethics in the conduct of their duties and responsibilities. All employees and representatives of the Foundation are expected to practice honesty and integrity in fulfilling their responsibilities and to comply with all applicable laws and regulations.

The Foundation's whistleblower policy is intended to

- Prevent or detect and correct improper activities.
- Encourage and enable employees and others to raise serious concerns about violations of law, regulation, accounting or auditing practices, ethics or organizational policy.
- Ensure the receipt, documentation, retention of records and resolution of reports.
- Protect reporting individuals from retaliatory action.

Scope of Policy

All officers, directors, employees, fellows, interns, volunteers, consultants, advisors, vendors and other agents of the Foundation are covered by the scope of this policy and its guidelines.

Reporting Responsibility

It is the responsibility of all those noted in the scope of policy to report violations or suspected violations in accordance with this policy.

No Retaliation

The Foundation will not discharge, demote, suspend, threaten, harass or in any manner retaliate or discriminate against persons with respect to good faith reporting of violations or suspected violations. Further, the Foundation will not tolerate retaliation against an individual who has reported a suspected violation in good faith. Persons who retaliate against someone who has reported a violation in good faith will be subject to discipline, up to and including termination of employment, dismissal or removal.

Reporting Violations

Whenever practicable, reports should be in writing. Employees, fellows and interns should seek to resolve concerns by reporting issues directly their supervisor, as needed, until matters are satisfactorily resolved. Supervisors are required to report suspected violations to the President, the CFO, or the Board Chair, as appropriate. If, for any reason, an employee, fellow or intern is not comfortable speaking with a supervisor, or is not satisfied with the supervisor's response, such individuals and others who are not employees, fellows or interns may report to the President, the CFO, or the Board Chair. Contact information for the President, CFO or the Board Chair may be obtained from the Foundation's website or by calling the Foundation at 919-474-8370.

Handling of Reported Violations or Suspected Violations

The President, CFO, or Board Chair will notify the reporter and acknowledge receipt of the reported violation or suspected violation within five business days. The Foundation will investigate all reports with due care and promptness. Appropriate corrective action will be taken if warranted by the investigation.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the reporter or may be submitted anonymously. Complaints will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Acting in Good Faith

Anyone reporting a violation or suspected violation must be acting in good faith and have reasonable ground for believing the information disclosed indicates a violation of the ethics, policy, law or regulation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or with reckless disregard for their truth or falsity will be viewed as a serious disciplinary offense.

Guidelines and Procedures

Upon receipt of a report of violation or suspected violation, the President, CFO or Board Chair shall immediately acknowledge to the Reporter that the report has been received and will be promptly investigated in accordance with the following procedures:

- The President, the CFO, or the Board Chair will work in conjunction with the Governance Committee and its Chair to investigate all reported violations.
- As necessary, matters relating to concerns and complaints regarding accounting practices, internal controls and auditing will be addressed by the Audit Committee.
- The receipt, retention, investigation and treatment of the complaint shall be fully documented.
- All relevant matters, including suspected but unproved matters, will be reviewed and analyzed.
- Investigations may warrant investigation by an independent person such as auditors and/or attorneys.
- Appropriate corrective action will be taken, if necessary, consistent with the Foundation's Code of Conduct.
- Complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law.
- Findings will be communicated back to the reporter to the extent allowed by the circumstances and the law.
- Final resolution of the matter will be made by the Executive Committee in as efficient, timely and speedy manner as possible, not exceeding sixty (60) days.
- The President, the CFO, or the Board Chair will report, at least annually to the Board on reports and compliance activity.

VIII. Receipt and Acknowledgement

A copy of this *Code of Conduct* shall be provided to all persons holding positions of responsibility and trust on behalf of the Triangle Community Foundation, including but not limited to:

- members of the Board of Directors,
- volunteer committee members,
- members of the boards of supporting organizations to the Foundation,
- staff, and
- interns

Members shall acknowledge receipt of the *Code of Conduct* and their intent to comply with the policies stated therein on a Receipt and Acknowledgement form to be provided by the Foundation. Each Member shall also recertify compliance with the Foundation's Code of Conduct annually.