



# Code of Ethics Policy

*Passed by Board of Trustees, 2/5/15*

All trustees, committee members, employees and volunteers of Humanities Washington (HW) understand they have an obligation to HW, to the general public, and to themselves to maintain the highest standards of ethical conduct. All trustees, committee members, employees and volunteers will not commit acts contrary to these standards nor will they condone the commissions of such acts by others within HW. All trustees, committee members, employees and volunteers will act with honesty, integrity and openness in all of their dealings as representatives of HW. HW will maintain a working environment that values integrity, fairness and respect.

The following addendums are by this reference fully incorporated into, and are integral components of this Code of Ethics Policy.

- Addendum A: Conflict of Interest Policy
- Addendum B: Whistleblower Policy

## **Integrity**

All trustees, committee members, employees and volunteers will:

- Perform their duties in accordance with the highest standards of business and personal ethics and will abide by all HW policies.
- Fully support and encourage the attainment of HW's legitimate and ethical objectives.
- Refrain from engaging in or supporting any activity that would discredit HW.
- Will represent the interests of all people and agencies served by HW and not favor special interests inside or outside the organization.

## **Confidentiality**

All trustees, committee members, employees and volunteers will:

- Keep confidential information confidential unless legally obligated to do so otherwise.
- Refrain from using or appearing to use confidential information acquired in the course of their service for unethical or illegal advantage either personally or through third parties.

## **Transparency**

HW will provide comprehensive and timely information to the public, the media, and all stakeholders and will be responsive in a timely manner to reasonable requests for information. All information about HW will fully and honestly reflect the policies and practices of the organization. All solicitation materials will accurately represent HW's policies and practices. All financial and program reports will be complete and accurate in all material respects.

The following governance documents will be posted on HW's website: Bylaws, Code of Ethics and Conflict of Interest Policy, Gift Acceptance Policy, and Whistleblower Policy, along with audited financial statements and Form 990 for the most recent three fiscal years.

## **Violation of these Standards**

Any trustee or committee member who fails to comply with this Code of Ethics Policy may be censured or removed from the Board or committee in accordance with procedures set out in Article IV Section 8 of

HW's Bylaws. Any employee deemed to have substantial influence over HW who fails to comply with this Code of Ethics Policy may be put on notice or terminated, in the discretion of the Board of Trustees. Any other employee or volunteer who fails to comply with this Code of Ethics Policy may be put on notice or terminated, in the discretion of the Executive Director.

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# Code of Ethics Policy – Addendum A

## CONFLICT OF INTEREST POLICY

The standard of behavior at HW is that all trustees, committee members, employees and volunteers scrupulously avoid conflicts of interest between the interests of HW on one hand, and personal, professional and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest. A conflict of interest exists when the loyalties or actions of a trustee, committee member, employee or volunteer are divided between the interests of HW and the interests of the trustee, committee member, employee or volunteer. Further, conflicts of interests are not purely limited to direct and indirect financial interests but include any other interest that may influence the judgment of a trustee, committee member, employee or volunteer. Both the fact and the appearance of a conflict of interest should be avoided.

All trustees, committee members, employees and volunteers understand that the purposes of this policy are to protect the integrity of HW's decision-making process, to enable HW's constituencies to have confidence in HW's integrity and to protect the integrity and reputations of trustees, committee members, employees and volunteers. Upon or before election, hiring or appointment, all trustees, committee members, employees and volunteers will make a full, written disclosure of interests, relationships and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and will be updated annually, or as appropriate.

In the course of meetings or activities, all trustees, committee members, employees and volunteers will disclose any interests in a transaction or decision where they (including their business or other nonprofit affiliations), their family and/or significant other, employer, or close associates will receive a benefit or gain, financial or otherwise. After disclosure, they will be asked to leave the room for discussion and will not be permitted to vote on the question.

There may arise situations in which a conflict of interest transaction may be in the best interests of HW. HW may engage in the transaction only if all the following conditions are met prior to the transaction:

- The proposed transaction is fair and reasonable to HW.
- HW proposes to engage in the transaction for its own purposes and benefits and not for the benefit of any trustee(s), committee member(s), employee(s) and/or volunteer(s).
- The proposed transaction is the most beneficial arrangement which HW could obtain in the circumstances with reasonable efforts.

The minutes of any meeting at which such a decision is taken will record the nature of the affiliation and the material facts disclosed.

Any question as to whether a conflict of interest exists shall be directed to the Executive Committee, which shall decide the issue.

All trustees, committee members, employees and volunteers understand that this policy is meant to supplement good judgment, and they will respect its spirit as well as its wording.



# Code of Ethics Policy – Addendum B

## WHISTLEBLOWER POLICY

Humanities Washington (HW) requires all employees, trustees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of Humanities Washington, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Part of your role and your responsibility is to question things that do not seem right and to bring forward your ethical concerns. Examples include, but are not limited to, such actions that:

- may lead to incorrect financial reporting;
- are unlawful;
- are not in line with HW policy; or
- otherwise amount to serious improper conduct.

It is also required that you immediately report any known or suspected incident of fraud, theft or other wrongdoing.

Serious concerns related to financial reporting or unethical or illegal conduct should be reported in any of the following ways:

- Directly to the Executive Director;
- Directly to any member of the Executive Committee; or
- In a sealed envelope delivered to the Executive Director to be delivered to the Executive Committee at its next meeting.

The earlier a concern is expressed, the easier it is to take action. Although the person reporting is not expected to prove the truth of the allegation, the complainant needs to demonstrate to the person contacted that there are sufficient grounds for concern.

We will use discretion in the investigation process and will do all we can to not harm the reputation of the person or persons being investigated as we seek information. We will only share information with those who have a true need for that information. Your participation and cooperation in an investigation is a necessary and vital part of the process and is a requirement of your job. You may receive information regarding the status or outcome of the investigation at our discretion.

The finance committee of the Board of Trustees shall address all reported concerns or complaints regarding HW accounting practices, internal controls or auditing. The Board chair or Executive Director shall immediately notify the finance committee of any such complaint and work with the committee until the matter is resolved. The action(s) taken will depend on the nature of the concern.

Anyone reporting a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be

substantiated and that prove to have been made maliciously or were known to the reporter to be false will be viewed as a serious disciplinary offense.

### **No Retaliation**

We strictly prohibit retaliation against any person who has in good faith reported a concern or a suspected violation of the law, or any HW policies, or against any person who participates in good faith in an investigation. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.



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## ANNUAL AFFIRMATION and DISCLOSURE STATEMENT

The Code of Ethics Policy (the Policy) of Humanities Washington (HW) requires an annual affirmation that you have received, read, understand and agree to comply with the Policy. In addition, the Policy requires that you annually disclose (1) your affiliations with any organization with which HW may have a financial relationship, and (2) persons with whom you have a close relationship (such as a family member or close companion) who are affiliated with any organization with which HW may have a financial relationship.

Please sign this Statement indicating your affirmation as described above. In addition, please disclose any applicable affiliations known to you.

Please return this Statement to the Associate Director of HW by January 31.

Your name: \_\_\_\_\_ Date: \_\_\_\_\_

	<u>Organization</u>	<u>Nature of Relationship</u>	<u>Dates of Relationship</u>
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			

Reviewed by: \_\_\_\_\_

Date: \_\_\_\_\_