**COMMUNITY FOUNDATIONS OF THE HUDSON VALLEY**
**d/b/a Community Foundation of Dutchess County, Community Foundation of Ulster County,**
**Community Foundation of Putnam County**
**Code of Conduct, including Whistleblower Policies**
*Approved by the Board of Trustees March 15, 2012*

## I. Statement of General Principles

This Code of Conduct (Code) applies to the following members of the community: 1) individuals who are paid by the Foundations when they are working for the Foundations, including officers and staff; 2) consultants, vendors, and contractors when they are doing business with the Foundations; 3) trustees; 4) advisory board members; and 5) individuals who perform services for the Foundations as volunteers. The Code refers to all these persons collectively as "members of the Foundations community" or "community members."

## II. Integrity and Ethical Conduct

The Foundations is committed to the highest ethical and professional standards of conduct as an integral part of its mission, the promotion of community service. To achieve this goal, the Foundations relies on each community member's ethical behavior, honesty, integrity, and good judgment. Each community member should demonstrate respect for the rights of others. Each community member is accountable for his/her actions.

This Code describes standards to guide us in our daily Foundations' activities. We believe that these standards are already being followed. Our goal is to commit them to writing and to ensure that they are understood and followed by the Foundations community.

## III. Compliance with Laws and Foundations Policies

The Foundations and each community member must transact Foundations' business in compliance with all laws, regulations, and policies related to their positions and areas of responsibility. Understanding and following these standards can be complex, such as for example, in the areas of procurement (including limitations on the ability to contractually bind the Foundations) and employment matters. In addition, community members are expected to behave in a manner which respects the freedom of others as well as refraining from interfering with, obstructing or disrupting a normal Foundations activity, even while exercising their own freedom of expression. Managers and supervisors are responsible for teaching and monitoring compliance in their areas.

The Foundations' compliance efforts focus on teaching members of the Foundations community the appropriate compliance standards for the areas in which they work. Nevertheless, violation may occur. In addition, members of the Foundations community may have concerns about matters that they are not sure represent violations. This section describes community members' responsibilities for reporting violations or concerns, and how these responsibilities may be carried out.

Each community member is encouraged to report violations or concerns about violations of this Code that come to his/her attention. Managers have a special duty to adhere to the standards set forth in this Code, to recognize violations, and to enforce the standards. Disciplinary actions for proven violations of this Code or for retaliation against anyone who reports possible violations will be determined on a case-by-case basis and may include termination of employment. Individuals who violate the Code may also be subject to civil and criminal charges in some circumstances.

**IV. Reporting Suspected Violations or Concerns – Whistleblower Policy**

**Reporting Responsibility**
It is the responsibility of all directors, officers, employees, volunteers, consultants, agents, contractors, vendors and any other external party to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

**No Retaliation**
No director, officer, employee, volunteer, consultant, agent, contractor, vendor and any other external party who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence.  Any person who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.  This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

**Reporting Violations – Employees and Consultants**
The Code addresses the Foundations' open door policy and suggests that employees and consultants share their questions, concerns, suggestions or complaints with someone who can address them properly.  In most cases, an employee's supervisor or the consultant's staff contact is in the best position to address an area of concern.  However, if you are not comfortable speaking with the supervisor or staff contact, or you are not satisfied with the response, you are encouraged to speak with the President or anyone in management whom you are comfortable in approaching.  Supervisors and managers are required to report suspected violations of the Code to the Foundations' Compliance Officer, who has responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Foundations' open door policy, individuals should contact the Foundations' Compliance Officer directly.  In cases where you are uncomfortable reporting to the Compliance Officer, the Board Chair or External Auditor may be contacted.

**Reporting Violations – Volunteers, Agents, Contractors, Vendors and any other External Party**
The Code addresses the Foundations' open door policy and suggests that all external parties share their questions, concerns, suggestions or complaints with someone who can address them properly.  Volunteers, agents, contractors, vendors and any other external party may submit concerns to the President and CEO or Compliance Officer.  If the volunteer, agent, contractor, vendor or any other external party is not comfortable reporting to either of these individuals, does not believe the issue is being properly addressed and/or suspects fraud, the report should be reported to the Board Chair or External Auditor.

**Compliance Officer**
The Foundations' Compliance Officer is the chair of the Audit Committee.  This individual is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the President and/or the Audit Committee. The Compliance Officer has direct access to the Audit Committee of the Board of Trustees and is required to report to the Audit Committee at least annually on compliance activity.

**Accounting and Auditing Matters**
The Audit Committee of the Board of Trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Audit Committee of any such complaint and work with the Committee until the matter is resolved.

**Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

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

**Handling of Reported Violations**
The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.