



 SAINT PAUL & MINNESOTA FOUNDATION

Code of Business Conduct

2019

CODE OF BUSINESS CONDUCT

Introduction

At Saint Paul & Minnesota Foundation, we believe in the best of Minnesota and the power of its communities. With roots in Saint Paul and partners across the state, we are Minnesota's largest community foundation and the partner of choice for thousands of donors, nonprofits and community organizations. We inspire generosity to make Minnesota better for all who call it home.

When it comes to all representatives of our organization – employees, board and committee members and consultants – we are committed to maintaining the highest standards of conduct and ethics by upholding our mission and values through our Code of Business Conduct.

Our Code of Business Conduct ensures that all who represent our organization are respecting people, respecting laws, promoting equity, maintaining confidentiality, preventing conflicts of interest and creating a safe and welcoming environment for all.

All representatives are required to sign a statement at the start of their relationship with the Foundation stating that they understand and agree to abide by the Code as well as report any known or suspected violations of the Code. Representatives are required to reconfirm their understanding and agreement annually.

This Code of Business Conduct does not cover every issue that may arise but sets out basic principles to guide representatives of the Foundation. Representatives are also expected to abide by all other policies and procedures, applicable laws and regulations not covered in the Code and to act in a manner consistent with the Foundation's mission and values. When in doubt about whether certain actions or situations may potentially violate the Code, please contact the director of human resources or chief financial officer. If you feel a breach of the Code or other questionable activity has taken place, please follow the Reporting Violations, Investigation and Retaliation Protections procedures described below.

Policy 2.1 Legal Compliance

The Foundation is subject to numerous laws and regulations, including but not limited to: the management, investment and administration of charitable trust and endowment funds; political activity; data security, non-discrimination and other employment laws; regulations prohibiting inurement of benefits from the Foundation to related parties; and more. Some of these laws and regulations are covered more in depth below, but not all can be covered comprehensively in this document. Representatives are expected to know and comply with all laws and regulations applicable to their individual job responsibilities.

Policy 2.2 Discrimination and Harassment Employment Policy

Saint Paul & Minnesota Foundation believes there is no hierarchy in human value. We strive for a diverse workforce that reflects the communities we serve, intentionally invest in a culture that is safe and welcoming, and value the contributions of all employees. We are committed to providing equal opportunity in all of our employment practices, including hiring, promotion, and compensation for all applicants and employees without regard to race, color, sex, sexual orientation, gender identity, religion, age, marital status, national origin, disability, citizenship status, veteran status, genetic information or any other category protected by applicable law.

Our goal is to respect differences of opinions, perspectives, or approaches and to refrain from behavior that discriminates, harasses, intimidates, demeans, or engages in any type of questionable, inappropriate, intolerant or offensive behavior. All representatives of the Foundation are obligated to report any conduct in conflict with these standards, and managers must take affirmative steps to ensure that it stops and is not repeated.

Policy 2.3 Confidentiality, Accuracy and Retention of Records

From donors to nonprofits to community members, we are regularly entrusted with extensive information that is, or may be considered, confidential. We take this very seriously and subscribe to the following policy regarding confidentiality in an effort to uphold our reputation as a trusted partner in the community.

Except to the extent necessary to engage in the business of the Foundation and to comply with applicable laws and regulations, representatives should not engage in the discussion of, use or disclose to any other person or entity confidential information without the express authorization. For purposes of this policy, confidential information includes but is not limited to both paper and electronic (voice and data) records.

Policy 2.4 Financial Integrity and Protecting Our Assets

The Foundation serves as a trusted partner in the stewardship of community assets entrusted to us by our donors and nonprofit partners. In all of our dealings, we must keep accurate books and records that maintain the integrity of our financial reporting, support decision-making and uphold our reputation with stakeholders.

Representatives are responsible for protecting all of the Foundation's assets – whether physical, monetary or informational – from fraud, misappropriation, unauthorized access or use, personal benefit or gain or any other unlawful, dishonest or unethical activity. The Foundation maintains controls, policies and procedures over access to and use of the Foundation's assets and representatives are expected to be familiar with and adhere to these controls, policies and procedures.

Policy 2.5 Social Media and Media Inquiries

"Social media" includes any digital communication channels that allow individuals to create and share content and post comments. The Foundation encourages representatives to champion our work by sharing our own social media posts and other public stories. When posting about the Foundation and their work on social media, representatives must comply with all Foundation policies including the following basic concepts:

1. Follow all guidelines in this Code of Business Conduct (including confidentiality, adhering to the law, protecting the Foundation's assets – physical and reputational, etc.) and all other detailed internal policies regarding social media.
2. Ensure the content of your post adheres to the Foundation's values.
3. Identify yourself and your affiliation with the Foundation but be clear that you do not speak on behalf of the Foundation.

All media inquiries should be forwarded to the Associate Vice President of Marketing & Communications. Any responses to media inquiries should only come at the direction of the Associate Vice President of Marketing & Communications.

Policy 2.6 Conflict of Interest

Effective governance depends on deliberate and objective decision-making. Decisions must be made in the best interest of the Foundation and/or our mission; be fair and reasonable to the Foundation; and not be influenced by the financial or personal interests of individual Foundation representatives. This applies to all levels of decision-making, including decisions involving matters of organizational policy, contracting for goods and services, grant making, investment of the Foundation's funds, and other transactions. Representatives must fully disclose potential conflicts of interest to the appropriate individuals in accordance with the full policy in advance of any decision-making, and excuse themselves from decisions where a conflict of interest could interfere with objective decision-making.

While this policy provides guidance for identifying and managing conflicts, it is not intended to be all-inclusive and should be interpreted in a way that furthers the goals described above.

Conflicts Defined

A conflict of interest arises when a representative in a position to consider, influence and/or approve a Foundation transaction has a material interest that could affect their judgment. It may also arise when a representative considers a transaction in which another representative or related person*¹ has a material interest, defined as someone who:

- is directly transacting business with the Foundation; or
- has more than a de minimus financial interest in the transaction (e.g., an investment or ownership interest** in, receiving compensation or gifts from, or being a significant creditor of Foundation, a third-party entity engaged in or significantly affected by a Foundation transaction); or
- has an organizational affiliation with a third-party entity engaged in or significantly affected by a Foundation transaction (e.g. when the representative is also a board or board committee member, officer, employee, fundraiser, or legal or other representative);
- is a significant contributor to or volunteer of the entity.

Generally, an ordinary friendship or other non-family relationship with a person transacting business with the Foundation will not be considered a material interest, except when it is likely that the interest could interfere with the representative's objective judgment.

We recognize there may be situations in which a conflicting interest is so far removed that it is unlikely to interfere with objective decision-making. Nevertheless, as part of our commitment to honoring the spirit and practice of conflict disclosure, the relationship should be disclosed and managed in a manner consistent with the standards outlined above.

Policy 2.7 Specific Restrictions on Gifts and Favors

Representatives are prohibited from accepting gifts or favors of any kind—including entertainment, travel, use of living quarters, etc.—from any donor (past, current, or prospective), grant applicant, grantee, supplier, or other person seeking to do business with the Foundation. The purpose of this policy is to ensure that no representative receives material, personal financial gain or be subjected to undue influence, from a third party, in their role as a Foundation representative.

To ask for or accept a gift or favor, be it for themselves or another person or entity, is a violation of this policy and potentially of the law. Representatives offered a gift or favor related to Foundation business should advise their executive leadership team representative, board chair or president and CEO as soon as practical.

The prohibition against gifts and favors does not apply to the following, however any of the following must be reported to a member of the executive leadership team as soon as practical. The President and CEO shall report any such instances to the Board Chair and Board members should report any such instance to the board chair or vice chair:

1. Reasonable meals, refreshments, or entertainment related to advancing Foundation business.

* A related person means a spouse, parent, child, spouse of a child, sibling, spouse of a sibling, domestic partner, and all members of the representative's household.

** Ownership of less than 2% of a publicly traded organization will not be deemed a material interest.

2. Advertising or promotional gifts such as pens, calendars, and the like valued at \$50 or less.
3. Non-monetary awards or plaques.
4. In some cases, staff may accept honoraria for a speaking engagement or other activity. The appropriate Foundation officer should assess these situations on a case-by-case basis prior to acceptance. Honoraria received by individuals while representing the Foundation or based upon their affiliation with the Foundation must be turned over to the Foundation.

Policy 2.8 Fundraising and Donor Relations

For generations, our donors have trusted us with their charitable assets and legacies. We are committed to providing our donors, both current and prospective, with the highest standard of service and care and ensuring that their gifts are used for the purposes for which they were given. We are committed to protecting the privacy and rights of the Foundation's donors and funds per the guidelines provided in the Association of Fundraising Professionals' Donor Bill of Rights, available at afpnet.org.

Policy 2.9 Grantmaking

As a member of the Minnesota Council on Foundations, we recognize that we play an important role in the community, and that our role is sustained by public trust. As such, we subscribe to the Principles for Grantmakers set forth by the Minnesota Council on Foundations, available at mcf.org.

We also firmly believe that by focusing our funding priorities and grantmaking strategies on the needs and opportunities of our racially diverse communities, we improve the lives of all who choose to live and work in the communities we serve. For organizations, programs and activities funded in whole or in part by the Foundation, no person shall be excluded from participation in, denied the benefits of, or be subject to discrimination on the basis of actual or perceived race, color, religion, national origin, sex, gender identity, sexual orientation, marital or parental status, political affiliation, military service, physical or mental ability, or any other improper criterion ("Protected Classes"). Organizations, programs or activities may limit membership and/or services to specific Protected Classes so long as services and programs are provided without discrimination to the specific Protected Class(es).

Policy 2.10 Public Accountability

The Foundation is accountable to the communities we serve. We publicly share our most recent Form 990, annual audit report, governing documents and this Code of Business Conduct on our website. We also proudly display our accreditation under National Standards for U.S. Community Foundations on our website.

The National Standards seal represents the highest standards for philanthropic excellence in our field. To receive accreditation, we submitted our policies and procedures to a rigorous review of 41 National Standards in six key areas of community foundation operations, including donor services, investment management, grantmaking and administration.

Policy 2.11 Political Activities

The Foundation is a tax-exempt charity prohibited from participating or funding political candidates. Directors, officers, and employees, volunteers, advisors, and independent contractors must not use their position with the Foundation or use the Foundation name to create an appearance that they are speaking in support of or in opposition to a political candidate on behalf of the Foundation. We do, however, encourage Foundation employees and board and board committee members to participate in civic activities on their own behalf.

Policy 2.12 Reporting Violations, Investigation and Retaliation Protections

As this Code of Business Conduct states, representatives are held to the highest standards of business and personal ethics and compliance with all applicable laws and regulations in the conduct of their duties and responsibilities with the Foundation. Management and the board are responsible for putting sound plans and procedures in place to ensure adherence to, and detect and deter violations of, the Code, policies and procedures, the Foundation's mission and values, and all applicable laws and regulations. The chief financial officer, controller and director of human resources can assist managers with establishing such plans and procedures.

If you believe you have been the subject of sexual or another form of harassment, are aware of an incident of sexual or other harassment, observe something that seems questionable, or if there is any doubt as to whether certain activity or behavior complies with the Code of Business Conduct, you should:

1. Immediately report the matter to your supervisor, the director of human resources, a member of the executive leadership team, or the president and CEO or chair of the Board Executive Committee. If talking to one of these individuals is not practical, you can call our 24/7 Ethicspoint Hotline at 1-844-484-5950. You can also report your concerns via an online portal at www.spmcf.ethicspoint.com.
2. Reports to the Ethicspoint Hotline, via phone or online, are delivered to the CEO, Director of Human Resources and the chair of the Board Executive Committee, the de facto human resources committee for the Board. If the report is about any one of these individuals, the report will only go to the other two individuals and not to the individual referenced in the report.
3. Anyone receiving such a report should immediately do the following:
 - a. Notify the director of human resources, who will promptly notify the Executive Committee chair of any report of violation of Code of Business Conduct;
 - b. Refrain from discussing the matter with anyone other than the officials listed above or law enforcement as appropriate;
 - c. Refrain from contacting the person suspected, be it to conduct their own investigation and/or demand restitution;
 - d. Have a member of the executive leadership team inform corporate counsel when law enforcement or other persons outside the Foundation are involved or informed;
 - e. Direct all inquiries from any attorney to the president and CEO, director of human resources, or board chair, who will work with corporate counsel as appropriate; and
 - f. Direct all inquiries from the media to the head of marketing and communications.

Reports can be made verbally or in writing. If made verbally, the person receiving the concern may ask clarifying questions to ensure the concern is fully understood. If the concern is communicated in writing, care should be taken to describe it in detail, as a less-than- thorough description may impair an investigation. A person may elect to send an anonymous written report to any of the persons listed above by mail or other delivery method.

The Foundation will take precautions to avoid disclosing the identity of the person making a report, although some disclosure may be needed to investigate a matter.

Investigation and Resolution Guidelines

The director of human resources will work with the appropriate people to coordinate an investigation of a report. Those reporting and/or investigating reports of wrongdoing should provide prompt, detailed, and accurate information, but at the same time avoid:

1. Premature notice to anyone suspected of wrongdoing and/or disclosure of suspected wrongdoing to those not involved with the investigation;
2. Violating a person's rights under the law; or

3. False allegations made with the knowledge that they are false or with reckless disregard to their truth or falsity.

Generally, reports will only be shared with those who need to know, enabling the Foundation to conduct an effective investigation and determine what actions to take based on results, including involving law enforcement.

When a report of wrongdoing has been resolved, the Foundation will make reasonable efforts to disclose that fact to the reporting party. Information disclosed will depend on the circumstances, including the nature of the resolution, confidentiality considerations, protection of those who may have been involved in the investigation, and ongoing civil or criminal investigations.

The president and CEO and director of human resources will provide a summary of the resolution of any violations to the board of director's executive committee.

Reporting Protection

Retaliation against someone for reporting wrongdoing to those listed above or to law enforcement is prohibited. This includes acts negative to a person (such as threats of physical harm, loss of job, or punitive work assignments) or acts that could have a negative impact on salary, wages, or other terms or conditions of employment.

The Foundation protects representatives who report suspected wrongdoing to the best of our abilities. Anyone making a report who believes they have been retaliated against may file a written complaint with the director of human resources. If those allegations are substantiated, complaints will be promptly investigated and appropriate corrective measures taken.

Protection from retaliation is not meant to deter managers from following the normal course of action when employees fail to meet established performance standards.

Contacts

Questions regarding the interpretation of this policy should be directed to the chief financial officer or director of human resources.