

## **CODE OF CONDUCT AND ETHICS**

*Effective Date: June 1, 2019*

*Please contact the Office of Legal Services with questions about this policy.*

The public purpose and tax-exempt status of the foundation includes an obligation to maintain the public trust. The foundation has always taken this obligation very seriously and strives to set an example for the field of philanthropy in all of its activities. Accordingly, it is incumbent upon employees of the foundation to conduct the affairs of the foundation with a commitment to the highest standards of integrity. This includes performing at all times in an honest and ethical manner, in compliance with all laws and regulations and avoiding actual, potential, or apparent conflicts of interest. Compliance with this Code of Conduct and Ethics will sustain a culture where honest and ethical conduct is recognized, valued, and exemplified throughout the foundation.

All new employees must complete the Code of Conduct and Ethics Confirmation Form upon starting work at the foundation. Talent and Human Resources will inform the new employee of items that require approval and request that the procedure set forth below be followed. Every year, all employees are required to confirm their compliance with the Code of Conduct and Ethics.

Acting in violation of this Code of Conduct and Ethics is always considered outside the scope of employment. Any foundation employee who fails to comply with the Code of Conduct and Ethics will be subject to appropriate disciplinary action by the foundation, up to and including immediate termination of employment.

When in doubt about whether certain actions may potentially violate the Code of Conduct and Ethics or other foundation policies or procedures, foundation employees must contact the Office of Legal Services for guidance.

### **CONFLICTS OF INTEREST**

Employees have a full-time responsibility to the foundation. A potential or actual conflict of interest occurs whenever an employee is in a position to influence a decision that may result in a personal gain for the employee, any other employee, or an immediate family member. For the purposes of this policy immediate family means an employee's spouse or domestic partner, parents, siblings, children, grandchildren and great-grandchildren as well as the spouses of those family members. The foundation is also concerned with the appearance of a conflict of interest, so special care should be taken to avoid such situations.

Although it is not possible to specify every action that might create a conflict of interest, this policy describes the ones that most frequently arise. If there is any uncertainty about whether something creates a conflict of interest, contact the Office of Legal Services as soon as possible. Employees should promptly disclose in writing to their manager or the Office of Legal Services any actual or potential conflicts of interest or anything that could give rise to the appearance of a conflict of interest.

### **Gifts and Other Payments**

Employees may accept gifts of nominal value, meals, and social invitations that are in keeping with good business and ethical standards; do not violate any laws; do not in any way obligate the recipient, other

employees, or members of their immediate families; and the public disclosure of which is not likely to have a negative impact on the foundation's reputation.

Employees may not solicit or accept gifts of more than nominal value, commissions, payments, lavish entertainment, services, loans, other benefits, or promises of future benefits from any person or entity relating to his or her foundation assignment.

Gifts, including meals and entertainment, may be provided by foundation employees, provided that such gifts are:

- Proportionate, not lavish, and in keeping with good business and ethical standards;
- Do not violate any laws, including the United States Foreign Corrupt Practices Act;
- Consistent with the recipient's policies and procedures;
- Given in a direct, transparent manner, avoiding any appearance of impropriety;
- Not motivated (even in part) by a desire to influence or secure favorable treatment;
- Not motivated by any expectation of reciprocity;
- Properly recorded and documented in the foundation's financial books and records (in accordance with foundation policies and procedures); and
- Never given in cash or cash equivalents.

In addition, foundation employees should not regularly provide even nominal gifts to the same recipients.

Gifts, entertainment, or travel expenses that have been solicited or encouraged by the recipient should be reported to the Office of Legal Services for further review before any commitment is made or approved. When in doubt about whether a proposed gift is permissible, foundation employees must contact the Office of Legal Services for further review and clarification.

### **Relationships to Suppliers**

Employees must disclose to their manager any significant interest in a supplier of goods or services to the foundation and may not participate in the negotiations to contract with such a supplier. Significant interest means any financial interest held by an employee or the employee's immediate family that may influence the judgment of the employee in conducting the work of the foundation.

### **Employment, Consultancies, and Teaching Assignments**

Since it is possible that non-foundation part-time employment, paid consultancies, or teaching assignments could interfere with an employee's performance of foundation responsibilities or create an actual or apparent conflict of interest with the foundation, employees generally should not accept such assignments, especially assignments with a foundation grantee or supplier.

Exceptions may be made with the prior written approval of the supervising vice president and the general counsel in the following circumstances:

- Where the arrangement will not interfere with the employee's responsibilities to the foundation, taking into account the employee's commitments and responsibilities, such as travel, which may extend beyond normal working hours; and
- Where the arrangement will not affect or appear to affect the employee's judgments on behalf of the foundation.

### **Foundation Grants and Consultancies**

An employee may not be the responsible program officer on a grant to an organization with which the employee is affiliated as a board member nor recommend or exercise approval authority for such a grant. If another employee is a board member of a proposed grantee, the Approval Summary should disclose the nature of the employee's affiliation and confirm that the affiliated employee did not participate in the negotiations of the recommended grant.

No foundation employee may be the responsible program officer on any grant to a grantee employing, either on staff or as a consultant, a member of the employee's immediate family.

Individual grants and consultancies may not be made or given directly or indirectly to a member of an employee's immediate family. Individual grants and consultancies may not be made or given to any relative of an employee without the prior written approval of the president.

Prior written approval of the supervising vice president and general counsel is required to make grants to organizations for projects on which, to the responsible program officer's knowledge, an employee's immediate family member would work. General support grants may be made to organizations that, to the responsible program officer's knowledge, employ an immediate family member of an employee or in which an immediate family member of an employee has a significant interest only if such employment or interest is disclosed in the Approval Summary.

Employees may conduct programming in fields in which they were previously employed. However, great care must be taken to avoid even the appearance of a conflict of interest in such cases, in particular if the employee previously worked for the grantee. In such cases the relationship should be fully disclosed and discussed with the employee's manager, and appropriate steps should be taken to assure the transparency of the transaction.

Grant support may not be made for a departing employee's salary or benefits for at least a year after his or her termination of employment from the foundation. Moreover, there may not be any prior formal or informal agreement as to future support for a departing employee. As a general principle, the foundation will not support first-time grantee organizations (organizations having no existing or prior relationship with the foundation) in which a former employee plays a significant role for at least a year after the termination of the employee's employment at the foundation.

Former foundation employees are not eligible to be engaged to provide services to the foundation for a period of one year from the date of termination of employment from the foundation. Any exception to this eligibility requirement must be approved in writing by Talent and Human Resources and Legal Services. Before recommending the appointment of a former foundation employee as a consultant, please contact the contracts manager to confirm that such a former employee is eligible.

A grant to or contract with an organization with which a foundation trustee or officer or the immediate family member of a trustee or officer is affiliated as an officer, director, trustee, or employee requires additional approval from the Audit Committee of the foundation's Board of Trustees. The Approval Summary for a trustee- or officer-affiliated grant should disclose the nature of the affiliation and confirm that the trustee or officer did not participate in the negotiations of the recommended grant.

### **Service on Boards**

Employees who are invited to serve in their individual capacities (rather than at the request of the foundation) as trustees or directors of organizations may accept such invitations only with the prior written approval of their manager and the general counsel.

Factors to be considered in evaluating such invitations include:

- Conflict of interest issues (for instance, whether the organization is a grantee or supplier of the foundation or is likely to become one);
- Whether time conflicts resulting from the affiliation or assignment are likely to interfere with the individual's ability to carry out his or her foundation responsibilities;
- Whether there is a strong relationship to the employee's job at the foundation or professional training;
- What professional benefits are likely to flow to the individual and to the foundation; and
- Whether there is a possibility that the organization may misperceive the relationship as enhancing the chance of foundation funding.

For board service for nonprofit organizations, an employee may attend meetings and conduct board business during work hours provided it does not interfere with his or her ability to carry out his or her foundation responsibilities. For all other board service, staff are expected to take vacation time. See below for the foundation's policy on acceptance of fees and expense reimbursement.

### **Speaking Engagements and Articles for Publication**

Employees are encouraged to maintain their professional credentials by undertaking speaking engagements and writing articles appropriate to their fields of interest, provided the time for preparation and delivery does not interfere with their foundation responsibilities. Possible speaking engagements or articles related to the employee's field of interest should be discussed with the employee's manager. Where the employee could be perceived as speaking on behalf of the foundation, or if the communication relates to the employee's field of interest and is made to a large audience—for example, when an employee writes an article for a periodical or appears on television or radio—the Office of Communications should be consulted. The Office of Communications can provide additional guidelines for such speeches and articles. Speaking engagements and article commissions should be avoided in circumstances where the charitable mission of the foundation or the safety of any of its employees or grantees worldwide might be adversely affected. Employees are requested to send copies of speeches, articles, and published papers to the Office of Communications soon after delivery.

When writing or speaking in an individual capacity, employees are expected to clearly indicate this. If an employee disclosed his or her employment by the foundation while engaging in lobbying or political

activity, the employee should make it clear that he or she is engaging in such activities in a private capacity.

### **Acceptance of Fees and Expense Reimbursement**

Employees may accept fees and expense reimbursement from non-grantees for the activities previously described. Accepting a fee from a grantee is strongly discouraged and requires the prior written approval of the general counsel. Expense reimbursement offered by grantees may not be accepted except from large, well-funded grantees and only with the prior written approval of the supervising vice president. For board service for nonprofit organizations, the foundation may reimburse an employee for otherwise unreimbursed travel and travel-related costs as well as other reasonable expenses incurred during his or her participation in the other organization's activity, provided the employee discusses this with the department or regional director and there are sufficient funds in the department or regional office travel budget.

### **Honorary Degrees**

An employee may not accept an honorary degree from a college or university without the prior written approval of the president.

## **CONFIDENTIALITY—DISCLOSURE OF INFORMATION**

Employees are expected to exercise the utmost discretion in regard to all matters of foundation business. Employees are prohibited from accessing, using, or disclosing foundation confidential information except as may be necessary in the course of the employee's duties or with the prior written approval of the president or general counsel.

Foundation confidential information may not be used for personal benefit or for the benefit of interests contrary to the foundation's charitable mission. To preserve confidentiality, all foundation confidential information should be labeled CONFIDENTIAL and secured at the end of each business day. These obligations are not modified by participation in any activities described above and do not cease upon separation from the foundation.

Foundation confidential information is information known to an employee by reason of his or her position at the foundation or information that is otherwise identified as confidential. Confidential information includes but is not limited to: personal employee information and internal information that has not been publicly released or made publicly available at the time of the disclosure or at a later time through no fault of the employee. In addition, nothing in this policy prevents employees from discussing their own wages and working conditions. Confidential information may be in any form including but not limited to: paper documents, electronic files, computer programs, charts, diagrams, and other media, and may be information conveyed orally, electronically, by drawing, or in writing.

From time to time, the foundation may also receive confidential or proprietary information of various types and in various formats from vendors or other third parties that is subject to a duty on the part of the foundation to maintain its confidentiality. This third-party information is subject to the confidentiality obligations set forth in this policy.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

A variety of laws and regulations apply to the foundation and its employees, the violation of which may carry civil or criminal penalties for the foundation and the individual. It is the responsibility of each employee to be knowledgeable about and comply with all such laws and regulations. Employees are also required to be knowledgeable about and to comply with the laws and regulations of countries in which they travel on behalf of the foundation, including each country's currency exchange regulations.

## **ACCURACY OF FINANCIAL ACCOUNTING AND REPORTING**

The foundation takes very seriously its obligation to comply with the highest standards of financial accounting and reporting. In addition to complying with all applicable laws, rules, and regulations, to the extent applicable to their duties, employees must:

- Endeavor to ensure full, fair, timely, accurate, and understandable disclosure in the foundation's filings;
- Record or participate in the recording of entries in the foundation's books and records that are reasonably detailed, accurate to the best of their knowledge, and fairly reflect all transactions and dispositions of assets;
- Comply with the foundation's disclosure controls and procedures and internal controls and procedures for financial reporting;
- Provide information that is accurate, complete, objective, relevant, timely, and understandable;
- Not make false, misleading, or obscure entries; and
- Not maintain any undisclosed or unrecorded transactions or accounts.

## **PERSONAL INVESTMENTS**

Employees may not effect for themselves or any other party any transaction in a security of any entity when the employee is aware of material, nonpublic information concerning the issuer of the security, regardless of how or from whom the employee obtained the information.

Employees may not convey (or "tip") material, nonpublic information to any other person. This includes passing on material, nonpublic information to family, friends, or acquaintances under circumstances that suggest that the employee was attempting to help them to make a profit or avoid a loss. Employees may, however, provide such information to other foundation employees on a "need-to-know" basis in the course of performing their duties and responsibilities with the foundation.

Employees may not effect for themselves or any other party any transaction in a security or recommend any transaction in a security if the transaction would in any way conflict with, appear to conflict with, or be detrimental to the interests of the foundation. Employees may not use nonpublic information learned through their employment with the foundation for their own personal gain, that of their families, or that of any other person.

The president, the chief investment officer, the chief operating officer, the deputy chief operating

officer, the chief financial officer, the general counsel, all members of the Investment Division, all members of the Mission Investments unit, all Legal Services staff, and all members of the Investment Accounting & Reporting staff (except for the Manager, Banking and Insurance, and the Banking Associate) are generally required to obtain written preclearance of all personal transactions in any security. Those employees should consult with the Office of Legal Services for guidance on how to comply with the preclearance requirement. The foundation reserves the right to require all employees to disclose any transactions in any security at any time.

Employees are responsible for reporting to the Office of Legal Services matters involving misuse or potential misuse of material, nonpublic information by other foundation employees of which they may become aware. An employee who in good faith reports illegal or unethical behavior under this policy will not be subject to retaliation for making the report. Retaliation is a serious violation of the foundation's policies, and any concern about retaliation should be reported immediately to the Office of Legal Services. Any person found to have retaliated against an employee for reporting violations will be subject to appropriate disciplinary action.

## **PARTICIPATION IN POLITICAL AFFAIRS AND LOBBYING**

The foundation is prohibited from participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. In addition, the foundation is prohibited from carrying on propaganda or otherwise attempting to influence legislation; influencing the outcome of any specific public election; or carrying on directly or indirectly any voter registration drive.

The foundation may not engage in these activities either directly or indirectly through its grant making. More detailed explanations of these rules as they apply to foundation grant making can be found in the foundation's Guide to Foundation Actions. In particular, Annex N to the Guide to Foundation Actions includes a definition of what constitutes lobbying and provides more detail on the rules applicable to foundation grant making in this area.

While the foundation is prohibited from engaging in the activities discussed above, individual employees are not prohibited from engaging in these activities in their individual capacity as private citizens. For example, employees are free to engage in political activities when, in the employees' judgment, such activities will not conflict with their ability to carry out foundation responsibilities.

Nevertheless, employees should keep public perception in mind when making such decisions, and in particular the potential difficulty in distinguishing between an employee's personal and professional capacities and the risk that an employee's individual activities will appear to have been carried out on behalf of the foundation. Therefore, it is essential that employees carry out all activities in ways that maintain public confidence in the foundation as an independent, nonpartisan organization dedicated to educational and charitable purposes.

To achieve this goal, the following guidelines must be followed:

- Foundation employees may not, on foundation time, participate in: election campaigns (including referenda, ballot issues such as constitutional amendments, and the like); lobbying or other attempts to influence legislation; or voter registration drives. As a general rule these activities should not be carried out during regular working hours, and any time devoted to such purposes should not be at the expense of the full allotment of working time expected of each of

the foundation's employees. (Nonworking time includes lunch and other authorized breaks, as well as time before and after work.) Any significant amount of time taken for such purposes, other than on evenings and weekends, should be charged against vacation time.

- Foundation employees may not use foundation resources or facilities in connection with personal participation in election campaigns, lobbying or other attempts to influence legislation, or voter registration drives, nor may they solicit support for any such activities in or through a foundation office. This means that use of e-mail, smart phones, photocopying, clerical or mailroom assistance, postage, office supplies, foundation stationery, and foundation meeting facilities must not be used for such purposes and that telephone calls on such matters should not be conducted during business hours or charged to the foundation.
- With regard to public affairs activities of employees acting as private citizens, particular care should be taken to determine how the employee will be identified in publications, advertisements, and the like. Where the employee's foundation affiliation may be stated for identification purposes, or where the statement may be attributable to the foundation, the employee should request a clear statement in the publication that he or she is engaging in such activities in a private capacity and not as a representative of the foundation.

## **TRANSACTIONS WITH US GOVERNMENT OFFICIALS**

With certain very limited exceptions, the foundation may not engage in financial transactions with US government officials. Penalty taxes on foundation employees and the officials involved could be imposed for such transactions. Prohibited transactions include offers of employment to a US government official, payment or reimbursement of certain travel expenses, or compensation for the rendering of services during the period of government employment.

Special definitions set forth in Appendix J of the Guide to Foundation Actions describe who, for the purposes of this policy, is considered a US government official. Appendix J also summarizes the limited exceptions to the prohibition on engaging in financial transactions with US government officials. Should there be any questions as to whether a government employee is considered a US government official under this policy or if a transaction would be permitted, the Office of Legal Services should be consulted.

## **ANTI-CORRUPTION COMPLIANCE: NO BRIBERY OR KICKBACKS**

The foundation expressly prohibits bribery, kickbacks, facilitation payments (*i.e.*, payments to expedite routine, non-discretionary government action), and other corrupt conduct of any kind. Foundation personnel, including employees, officers, trustees, agents, consultants, and other third-party representatives or intermediaries, are expressly prohibited from providing, offering, proposing, promising, or authorizing the payment of any bribe, kickback, gift, entertainment, or anything of value as an improper inducement to any person for the purpose of securing any kind of undue favorable treatment or advantage for the foundation, its grantees, or any other party.

The laws of most nations prohibit bribery and kickbacks. For example, the United States Foreign Corrupt Practices Act ("FCPA") prohibits corruptly offering, promising, or giving anything of value to a foreign official for the purpose of improperly inducing or influencing favorable action.



The FCPA applies whether the offer or payment is made directly or through another person to a foreign official. As such, it is unlawful to make payments to agents, consultants, or other intermediaries while knowing or having reason to know that any portion of the payment will be used illegally. Similarly, if an agent, consultant, or other intermediary makes an illegal payment in connection with foundation business, knowledge of such a payment may be imputed to the foundation if due diligence was not performed.

“Anything of value” in the context of the FCPA means, but is not limited to, money, loans, rewards, charitable donations or grants, gifts, meals, travel-related expenses, promotions, job opportunities, in-kind services, internships, education-related expenses, and other products or services that are of a benefit to the recipient and could be perceived as an improper inducement.

Under the FCPA and for purposes of this policy, the term “foreign official” is very broad and includes not only elected officials, but also:

- Any officer or employee of any national, state, or local governmental body, department, or agency (e.g., ministry officials; regulators; tax, customs, immigration, and labor officials; and judges or other court officials) in countries outside of the US;
- Candidates for political office or political party officials in countries outside of the US;
- Any officer or employee of any entity owned or controlled by any national, state, or local government, including entities engaged in ordinary commercial activity (e.g., public hospitals, schools, research institutes, or universities ) in countries outside of the US; and
- Employees of public international organizations (e.g., United Nations, World Bank, the International Monetary Fund).

When in doubt about whether a person is a “foreign official,” foundation employees must consult the Office of Legal Services as necessary.

Foundation employees may not use foundation assets or personal funds for any purpose that violates applicable laws or regulations, including in particular prohibited payments such as bribes or kickbacks, in connection with any aspect of the foundation’s business.