

ACCOUNTABILITY

Comprehensive Conduct, Conflicts, and Confidentiality Policy

Article I

Overview

Section 1.1 Purpose. As a charitable organization, The Baltimore Community Foundation, Inc. (“BCF”) has a special obligation to uphold the public trust and to maintain the highest ethical standards in all of its policies and programs. To that end, BCF has adopted this Comprehensive Conduct, Conflicts, and Confidentiality Policy (this “Policy”) in order to avoid conflicts of interest, protect donor privacy, and ensure that all individuals associated with BCF act in the best interests of BCF.

Section 1.2 Scope. Unless otherwise indicated herein, this Policy shall apply to all BCF Trustees, members of board committees, officers, and employees, as well as trustees of supporting organizations.

Article II

General Conduct

Section 2.1 Requirements. Individuals covered by this Policy shall:

2.1.1 Not abuse their BCF position by improperly using their BCF position or BCF’s staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure,

and shall not represent to third parties that their authority at BCF extends any further than that which it actually extends;

2.1.2 Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect BCF;

2.1.3 Not engage in or facilitate any discriminatory or harassing behavior directed toward BCF staff, members, officers, trustees, meeting attendees, donors, sponsors, suppliers, contractors, or others in the context of activities relating to BCF;

2.1.4 Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such person or entity with respect to matters pertaining to BCF without fully disclosing such items to the Board of Trustees; this includes accepting meals from potential vendors or grantees;

2.1.5 Provide goods or services to BCF as a paid vendor to BCF only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;

2.1.6 Not persuade or attempt to persuade any donor, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with BCF to terminate, curtail or not enter into its relationship to or with BCF, or to in any way reduce the monetary or other benefits to BCF of such relationship.

Article III

Conflicts of Interest

Section 3.1 Definitions.

3.1.1 Conflict of Interest. For purposes of this Policy, a Conflict of Interest may be found to exist in any transaction, arrangement or grant involving BCF and an Interested Person.

3.1.2 Interested Persons. Any trustee, member of a board committee, officer, or employee who has a direct or indirect Financial Interest or Duality of Interest in a transaction or arrangement of any kind involving BCF is an Interested Person.

3.1.3 Financial Interest. A person has a Financial Interest if the person has any interest held, directly or indirectly, either personally or through business, employment, investment or family relationship including but not limited to:

(a) An ownership or investment interest in any entity with which BCF has a transaction or arrangement, excluding ownership interests of less than 5% of a publicly traded company;

(b) A compensation arrangement with any entity or individual with which BCF has a transaction or arrangement;

(c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which BCF is negotiating a transaction or arrangement, excluding ownership interests of less than 5% of a publicly traded company; or

(d) Employment or compensation by a charitable organization that is being considered for a grant from BCF. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a Conflict of Interest. Under Article III, Section 3.2.2, a person who has a Financial Interest has a Conflict of Interest only if the appropriate governing board or committee decides that a Conflict of Interest exists.

3.1.4 Duality of Interest. A Duality of Interest exists when an Interested Person is affiliated with an organization seeking to request a grant from BCF. Such an affiliation exists if that person is a director, officer, member of a committee, or employee of the organization.

Section 3.2 Procedures.

3.2.1 Duty to Disclose. Every Interested Person shall disclose, at the earliest time possible, to the Chair of the Board or Committee of which the Interested Person is a member any actual or possible Conflict of Interest. In the case of an employee such disclosure shall be made to the President of BCF. If there is any question as to whether an individual's situation constitutes a Conflict of Interest, then the relationship must be disclosed.

3.2.2 Determining Whether a Conflict of Interest Exists. After disclosure and appropriate opportunity for discussion, the Board, Board Committee or President shall determine whether a Conflict of Interest exists. The Interested Person shall not participate in that determination.

3.2.3 Procedures for Addressing the Conflict of Interest.

(a) An Interested Person may make a presentation at the governing board or committee meeting, and may respond to questions. If they have a Financial Interest they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible Conflict of Interest. In the event there is no discussion, the Interested Person shall indicate their abstention on the matter, in which case they need not leave the meeting during the vote.

(b) Persons who have a Duality of Interest may make a presentation and respond to questions at the governing board or committee meeting. They may be asked to leave the room after the presentation and during consideration of the matter, and in any event, may not participate in the vote.

(c) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate

alternatives to the proposed transaction or arrangement.

(d) After exercising due diligence, the governing board or committee shall determine whether BCF can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a Conflict of Interest.

(e) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest, the governing board or committee shall determine by a majority vote of the disinterested trustee members whether the transaction or arrangement is in BCF's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.2.4 Staff Duality of Interest. If any staff member has a Duality of Interest with regard to grants that are considered by BCF Committees, that fact shall be noted on the grant write up and the Committee Chair shall determine whether the staff member should be asked to leave the room after the presentation and during consideration of the matter.

3.2.5 Violations of the Conflict of Interest Policy.

(a) If BCF has reasonable cause to believe that a Trustee, member of a committee, officer or employee has failed to disclose a Conflict of Interest, it shall inform that person of the basis of such belief and afford him or her an opportunity to explain the alleged failure to disclose.

(b) If, after appropriate discussion and after making further investigation as warranted by the circumstances, it is determined that a Conflict of Interest exists, BCF shall take appropriate corrective and disciplinary action.

Section 3.3 Records of Proceedings. The minutes of the governing board and all of its committees shall contain:

3.3.1 The names of the persons who disclosed or otherwise were found to have a Financial Interest

or Duality of Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest or Duality of Interest, any action taken to determine whether a Conflict of Interest was present, and the governing board's or committee's decision as to whether a Conflict of Interest in fact existed.

3.3.2 The names of the persons who were present for discussions and the votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings, and a record of why the transaction was approved.

Section 3.4 Compensation.

3.4.1 A voting member of the governing board who receives compensation, directly or indirectly, from BCF for services is precluded from voting on matters pertaining to that member's compensation.

3.4.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from BCF for services is precluded from voting on matters pertaining to that member's compensation.

Article IV

Privacy and Confidentiality

Section 4.1 Confidential Information. Confidential Information shall mean:

4.1.1 Any BCF information regarding an individual or corporate BCF donor or prospect, including but not limited to, donor and prospect records, lists, addresses, assets, trusts, family data, estate or tax information, charitable giving history, or gifts to or services provided for donors by BCF (the term "records" is construed to mean all files, including electronic data, containing information on donors or prospective donors to BCF);

4.1.2 All non-public financial information concerning BCF, including but not limited

to, salaries paid to employees, spending policy projections, investment and similar information;

4.1.3 All plans and projections for new or developing resources of BCF, including marketing and fund raising techniques;

4.1.4 All information relating to BCF's resource development activities, employee lists, personnel matters, trade secrets and other confidential or proprietary information;

4.1.5 Information obtained as part of the grant review process; or

4.1.6 Any of the information described in subsections 4.1.1 through 4.1.5 that BCF obtains from another party or entity and that BCF treats or designates as confidential or proprietary information, whether or not such information is owned or was developed by BCF.

Section 4.2 Confidentiality of Records.

4.2.1 All persons accessing Confidential Information, including donor/prospect or fund records, in the conduct of BCF business shall maintain the confidentiality of said records. This applies to Initiatives, Special Project and all other fund types.

4.2.2 Except as provided herein, any copies of Confidential Information shall not be held outside BCF's office for extended periods, and are to be destroyed as soon as possible or as guided by the Document Retention and Destruction Policy.

Section 4.3 Ownership of Information. Any Confidential Information which a person covered by this Policy receives during the person's association with BCF shall remain the property of BCF and shall be returned to BCF upon the termination of such person's relationship with BCF.

Section 4.4 Internal Use and Disclosure.

4.4.1 *Information Available to Staff and Volunteers.* Confidential Information, including donor and prospect records, will normally be available to staff as needed to fulfill their duties. At the discretion of the President, staff may make all

or part of any record available to BCF volunteers to assist them in executing their specific responsibilities. Staff may share information with donors, fund beneficiaries, and grantees pertaining only to their own gifts, funds, grants, etc.

4.4.2 *Information Available to Independent Contractors.* BCF's auditors, legal counsel, and other contractors are authorized to review donor and/or prospect fund records for the purposes for which they are engaged.

4.4.3 *Discussion of Information.* Confidential Information about clients, their families and friends will not be discussed for any reason except on a need-to-know basis.

Section 4.5 No Disclosures to Third Parties.

4.5.1 BCF shall not sell, share or otherwise release to third parties or allow third parties to copy, inspect or otherwise use BCF records or other information pertaining to the identification of a donor or donor's gifts. No disclosures to third parties of such information, including email or physical addresses, phone numbers or any personal demographic information shall be made without the donor's consent.

4.5.2 No individual subject to this Policy shall disclose to any third party, either directly or indirectly, or aid anyone else in disclosing to any third party, either directly or indirectly, all or any part of any Confidential Information, without prior written approval of an officer of BCF.

Section 4.6 Limited Public Disclosure.

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

4.6.2 Publication of Donor Names. Unless otherwise requested by the donor, the names of all individual donors may be printed in BCF's annual report and in other appropriate listings. BCF will not publish the amount of any donor's gift without the permission of the donor. Unless otherwise specified in the document, donors making gifts to BCF by bequest or other testamentary device are deemed to have granted such permission.

4.6.3 Memorial/Tribute Gifts. The names of donors of memorial or tribute gifts may be released to the honoree, next of kin, or appropriate member of the immediate family, unless otherwise specified by the donor. Gift amounts are not to be released without the express consent of the donor.

4.6.4 Anonymous Gifts. The President is authorized to accept anonymous gifts to BCF, and to handle them appropriately. The name of the donor and size of the gift may be withheld from the Board of Trustees at the President's discretion, if so requested by the donor. When made known to Board members, they will respect the anonymity of any such gift.

Section 4.7 Giving Categories. If giving categories have been stipulated for a specific fund drive, challenge grant, or project, or as part of BCF's ongoing recognition program, then the donors, unless they otherwise specify, are deemed to have given permission for BCF to publish their names associated with the particular giving category. Similarly, BCF may publish giving categories associated with donor names in its annual report unless a donor specifies otherwise.

Section 4.8 Confidentiality of BCF Business. Discussions that take place in the context of BCF's operations require discretion, including discussions pertaining to grantmaking, personnel issues, development activities, operational fundraising, investment management, etc. The positions or statements of individual board members, advisors, or staff should not be discussed outside of official BCF meetings and processes. Likewise, the content of BCF business, including documents or BCF analysis of documents, should not be discussed or shared

outside official meetings and processes.

Section 4.9 Information Used to Compete with BCF. No individual subject to this Policy shall misappropriate Confidential Information or use such information for the purpose of competing with BCF, either directly or indirectly.

Section 4.10 Duration. The provisions of this Article IV shall apply during an individual's tenure at BCF and thereafter.

Section 4.11 Consequences of Policy Violation. Violations of the Confidentiality Policy are considered very serious, and may result in disciplinary action, up to and including dismissal for employees or contractors, or removal from the Board or any committee for volunteers.

Article V

Social Media Presence

Section 5.1 Social Media. The term "social media" refers to all means of communicating or posting information on the Internet, including posting to a personal or public web log, blog, online journal or diary, personal website, social networking site, web bulletin board, or chatroom.

Section 5.2 Personal Responsibility. Each individual is solely responsible for what he or she posts online. Inappropriate postings that may include unprotected discriminatory remarks, harassment, threat of violence, or similar inappropriate or unlawful conduct will not be tolerated and may subject such individual to disciplinary action.

Section 5.3 Expectations. Individuals subject to this Policy are expected to conduct themselves online in a manner consistent with the conduct expected at work.

5.3.1 Be Respectful. Each individual is expected to be fair and courteous to colleagues, board members, donors, grantees, and people who work on behalf of BCF or BCF's interests. Individuals should

avoid using statements, photos, video, or audio that could reasonably be viewed as malicious, obscene, threatening, intimidating, or disparaging, or that might constitute harassment or bullying in violation of BCF's policies.

5.3.2 *Be Honest and Accurate.* Each individual is expected to be honest and accurate when posting information or news. If a mistake is made, such mistake should be quickly corrected. Individuals covered by this Policy should never post any information about BCF, board members, donors, grantees, or anyone working on behalf of BCF or BCF's interests that such individual knows to be false or cannot confirm.

5.3.3 *Be Clear and Transparent.* No individual should ever represent themselves as a spokesperson for BCF without first getting clearance from the Director of Communications. If an individual subject to this Policy posts content of which BCF is a subject, such individual must be clear and open about the fact that such individual is a Trustee or employee of BCF and must make it clear that any such personal views do not represent those of BCF, the Board, donors, grantees, or anyone else working on or on behalf of BCF or BCF's interests.

5.3.4 *Media Contacts.* No individual is permitted to speak to the media on BCF's behalf without first getting clearance from the Director of Communications. All media inquiries seeking comments on behalf of BCF should be directed to the Communications Department.

5.3.5 *Reporting.*

(a) All individuals are encouraged to report social media use that violates this Policy by contacting the Director of Communications.

(b) BCF prohibits taking negative action

against any employee for reporting a possible deviation from this Article V of the Policy or for cooperating in an investigation. Any employee who retaliates against another employee for reporting a possible deviation from this Policy or for cooperating in an investigation will be subject to disciplinary action, up to and including termination.

Section 5.4 Compliance with Other Policies. All social media use should be consistent with policies governing an individual's behavior and conduct at BCF. All such policies are available at www.bcf.org.

Section 5.5 Compliance with Applicable Laws. Nothing in this Policy is intended to interfere with or otherwise restrict communications that are protected by the National Labor Relations Act (the "NLRA") or other applicable law. Employees will not be subject to discipline or adverse action as a result of expressions protected NLRA or other applicable law.

Article VI

Annual Statements

Section 6.1 Each trustee, employee, officer and member of a committee shall annually sign a statement which affirms such person:

6.1.1 Has received a copy of this Policy,

6.1.2 Has read and understands this Policy,

6.1.3 Has agreed to comply with this Policy, and

6.1.4 Understands BCF is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Baltimore Community Foundation, Inc.

Annual Statement

I confirm that I have received a copy of the BCF Comprehensive Conduct, Conflicts, and Confidentiality Policy (the "Policy"). I have read the Policy and I understand the Policy. I agree to comply with the Policy and if I become aware of any information that may constitute a Conflict of Interest, I will disclose it at the earliest possible time.

Name

Signature

Date