



SUNCOAST VOICES FOR CHILDREN FOUNDATION, INC.

CODE OF CONDUCT

SCOPE: This Code of Conduct applies to members of the Board of Directors, employees, and persons entering into contracts or agreements with Suncoast Voices for Children to carry out its purposes or represent its interests.

The Board of Directors is also governed by the Code of Ethics adopted by the Board.

GUIDING PRINCIPLES: Suncoast Voices for Children is committed to maintaining the highest level of integrity and the highest standards of ethical conduct in all its activities and dealings. Members of the Board and employees share these core values:

- Honesty and rigor in all pursuits;
- Respect for diversity and all individuals regardless of position;
- Accountability for resources and relationships;
- Transparency and integrity in decision-making;
- Leadership through shared governance

ETHICAL CONSIDERATIONS

It is expected that every member of the Board of Directors and every employee, in conducting the affairs of Suncoast Voices for Children, will comply with applicable federal, state, and local laws as well as the policies and procedures of the Suncoast Voices for Children. The standards of conduct in this Code of Conduct, supported through policies, procedures, and workplace rules, provide guidance for making decisions and memorialize Suncoast Voices for Children's commitment to responsible behavior.

STANDARDS OF CONDUCT

Suncoast Voices for Children holds itself, its directors and its employees to the following standards of conduct:

1. Gifts to Directors, Officers, and Employees,

No Director, officer or employee of Suncoast Voices for Children shall accept money, services or any other thing of value offered by a representative, person or entity which (1) does business with Suncoast Voices for Children (or any person or entity

which potentially could do business with Suncoast Voices for Children) or (2) has applied for a grant or contract or potentially could apply for a grant or contract from Suncoast Voices for Children.

2. Confidentiality of Information.

Directors, officers, and employees owe a duty of loyalty to Suncoast Voices for Children. The duty of loyalty requires each director, officer, and employee of Suncoast Voices for Children to respect the confidentiality of information gained during Board activities or employment. No director, officer or employee shall use information received while serving Suncoast Voices for Children if the personal use of such information would be detrimental in any way to Suncoast Voices for Children or the children it serves.

Upon termination or expiration of office, each Director, officer, or employee shall return all documents, papers and other materials gathered during his or her relationship with Suncoast Voices for Children which contain or were derived from confidential information.

3. Conflicts of Interest.

a. Nature of a Conflict of Interest

Directors, officers, and employees must be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur while conducting the affairs of Suncoast Voices for Children and that the appearance of conflict can be troublesome even if there is in fact no legal conflict of interest.

Conflicts arise because the many persons associated with Suncoast Voices for Children should be expected to have, and do in fact generally have, multiple interests and affiliations and various positions of responsibility within the Pinellas and Pasco County communities. In these situations, a person will sometimes owe identical duties of loyalty to two or more organizations.

b. Conflict of Interest Involving Financial Interests

A particularly important type of possible conflict of interest arises when a director, officer or employee holds a direct or indirect financial interest in (or will receive a benefit from) a business firm furnishing services, materials, or supplies to Suncoast Voices for Children or that is seeking a grant or contract funds from Suncoast Voices for Children. A direct financial interest is the receipt of remuneration of any sort. An indirect financial interest exists if a party transacting business with Suncoast Voices for Children is an entity:

- (1) in which a Suncoast Voices for Children Director, officer or employee (or member of his or her immediate family) has a material financial interest;
- (2) with which a Suncoast Voices for Children Director, officer, or employee (or a member of his or her immediate family) has a substantial business relationship; or

(3) of which a director, officer, or employee of Suncoast Voices for Children is an officer, director, general partner or employee.

c. Procedure for Conflicts of Interests for Directors and Committee Members.

If any Director or committee member (or member of the Director or committee member's immediate family) believes that an action of Suncoast Voices for Children will or may create a conflict of interest, the Director or committee member shall disclose the matter to the Board or, if applicable, a Board committee before any action is taken. The Director shall recuse himself or herself, shall not use personal influence to affect a vote and shall leave the room during final discussion and vote on the matter. A Director may, however, answer any pertinent questions posed by other Directors or committee members when the Director's knowledge of the matter may assist the Board or committee in making its determination.

Before taking final action on a transaction where a possible conflict of interest has been disclosed, the Directors may determine that no actual conflict of interest exists and that the Director or committee member may vote on the matter. The Director or committee member shall recuse himself or herself from discussion and resolution determining whether an actual conflict of interest exists.

A resolution determining whether a conflict of interest exists shall include a determination by the disinterested Directors or committee members that the nature of the conflict disclosed is not material to the question of whether to enter the transaction. The minutes of the meeting shall reflect that disclosure was made, the nature of the disclosure, and that the potentially interested Director or committee member left the room for the final discussion and vote and abstained from voting on the question.

A resolution approving a transaction that involves a conflict of interest shall include a determination by the disinterested Directors or committee members that the transaction is in the best interests of Suncoast Voices for Children and is fair in all respects to Suncoast Voices for Children. The minutes of the meeting shall reflect that disclosure was made, the nature of the disclosure, and that the interested Director or committee member left the room for the final discussion and vote and abstained from voting on the matter.

d. Officers and Employees

Each officer and employee have a duty to make full disclosure to the Board of Directors of any possible conflict of interest that officer or director, or any member of his or her immediate family) regarding any matter as to which the officer or employee provides recommendations or advice to the Board of Directors or to a committee of the Board of Directors.

4. Use of Suncoast Voices for Children's Services, Property or Facilities for Personal Purposes

No director, officer or employee of Suncoast Voices for Children shall make use of Suncoast Voices for Children's services, property or facilities for any purpose that is not related to Suncoast Voices for Children's purposes.

5. Political Activities

No director, officer or employee of Suncoast Voices for Children shall do any of the following in the name of Suncoast Voices for Children or purporting to be under color of official capacity or authority of Suncoast Voices for Children:

- a. participates or become actively involved in any political campaign or in any other type of political activity, or
- b. provides financial support for or make contributions to or for the benefit of any political candidate, political party, or political action committee or provide financial support for or make contributions in support of any other political objective.

Directors, officers and employees of Suncoast Voices for Children have the right as individual citizens to become involved in political activities on an individual basis.

6. Compliance with Code of Conduct

Each director, officer and employee of Suncoast Voices for Children shall receive a copy of the Code of Conduct. Each such person shall be required to complete an annual Code of Conduct Certification Statement in the form attached to this Code of Conduct.

SUNCOAST VOICES FOR CHILDREN FOUNDATION, INC.
Board of Directors and Employees
Annual Code of Conduct Certification/Conflict of Interest Statement of Disclosure

The Code of Conduct and Conflict of Interest Policy adopted by the Board of the Directors of Suncoast Voices for Children requires disclosure of certain interests. It is not uncommon to have these interests, but it is very important to make them known to SVC.

Use this questionnaire to disclose where you, your family members or a related person have certain affiliations, interests or relationships, and/or have taken part in transactions that, in light of your relationship to SVC, might possibly give rise to an actual, apparent or potential conflict of interest.

1. Name: _____ Date: _____

2. Position:

Board Member? Yes No

Employee? Yes No

Other? Please specify: _____

3. I affirm the following:

- I have received a copy of the SVC Code of Conduct. _____ (initial)
- I have read and understand the policy. _____ (initial)
- I agree to comply with the policy. _____ (initial)
- I understand that SVC is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of tax-exempt purposes. _____ (initial)

4. Disclosures:

a. Do you have a financial interest (current or potential), including a compensation arrangement, as defined in the Conflict of Conduct? Yes No

If yes, please describe it: _____

If yes, has the financial interest been disclosed, as provided in the Code of Conduct policy?
Yes No

b. Did you, or a person related to you, receive an grants or other assistance from the organization during the past year? Yes No

If yes, please describe the amount of grant or type of assistance:

If yes, has assistance been disclosed, as provided in the Code of Conduct policy? Yes No

c. Have you or an interested person had a family relationship or a business relationship with any officer, director, trustee, or key employee of SVC? Examples: employment, serve on board

Yes No

If yes, please describe benefit: _____

d. Are you or an interested person a party to or have an interest in any pending legal proceedings involving Suncoast Voices for Children? Yes No

If yes, please describe benefit: _____

e. Are you an independent director, as defined in the Code of Conduct policy? Yes No
(Employees are not independent and should answer "No." Enter "employee" under description.)

If you are not, describe the difference _____

f. Are you aware of any other events, transactions, arrangements or other situations that you believe should be examined by the Board of Directors or the Audit/Finance Committee?

Yes No

If yes, please describe benefit: _____

g. Volunteers only: Have you received anything of value exceeding \$100 from Suncoast Voices for Children, a vendor, supplier or other party because of your relationship with SVC? Examples: receiving sporting event tickets, attendance at conferences, etc.

Yes No

If yes, please describe benefit: _____

h. Employees only: In the past year, did you or an interested person receive, or are you entitled to receive, directly or indirectly, any personal benefits from Suncoast Voices for Children, or as a result of your relationship with SVC that in the aggregate could be valued in excess of \$100 that were not or will not be compensation directly related to your duties to Suncoast Voices for Children? Examples are: tickets, gifts, equipment, clothing, or any other item or payment in excess of \$100. This includes payment for in-kind services from sponsors, vendors or other service providers to SVC.

Yes No

If yes, please describe benefit:

I HEREBY CONFIRM that I have read both the Code of Conduct and the Statement of Disclosure. I will immediately notify Suncoast Voices for Children of any possible conflicts of interest which may occur in the future, and that my responses to the above questions are accurate and complete to the best of my knowledge.

Director/Employee Signature

Date