

[4.0300-00]

NCBA CLUSA Code of Business Ethics and Conduct



Approved by Board on 2/2/2016
Version update: April 30, 2019

Letter from Chief Executive Officer

Dear NCBA CLUSA Colleagues:

We, at NCBA CLUSA, are very proud of our accomplishments and commitment to the highest ethical standards. We work hard to make sure that the integrity of our organization remains a priority for everyone at NCBA CLUSA – at every location around the world and at every level within the organization.

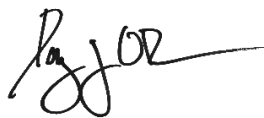
I am happy to share with you NCBA CLUSA’s Code of Business Ethics and Conduct (the “CBEC” or the “Code of Business Ethics”) applicable to NCBA CLUSA’s employees and anyone acting on behalf of the organization. We have created this document to convey to all of our employees the ethical and legal principles that govern our operations and to provide guidance regarding decisions and judgments that NCBA CLUSA’s staff are constantly being asked to make. NCBA CLUSA is committed to building an environment where our employees feel respected, valued, and, one in which we treat our partners, donors, and stakeholders with the same ethical standards.

I ask that each of you take the time to thoroughly read the following NCBA CLUSA Code of Business Ethics, discuss it with your co-workers and reflect on how each of us can further promote ethics and integrity in every way in which we serve our stakeholders and work with our colleagues.

While I realize that the policies herein cannot address every situation, I encourage you to contact your supervisor or Human Resources with any questions that you might have.

After your review of the Code of Business Ethics, please execute the Acknowledgement Form on page 27 and complete the Conflict of Interest Disclosure Form on page 28 to indicate that you have read and understand the CBEC, have disclosed all potential conflicts of interest, and that you will comply with it in all of your activities in connection with NCBA CLUSA. We request that you return your completed Acknowledgement Form to Human Resources by June 30, 2019. Please note, employees will be required to acknowledge their understanding of and compliance with the Code of Business Ethics on an annual basis.

I want to thank you for your time and attention to this very important matter. Respectfully,



Doug O’Brien
President and CEO

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Section 4.0301-00 Introduction

This Code of Business Ethics applies to all employees, members, Board of Directors, volunteers, consultants, and anyone acting on behalf of NCBA CLUSA.

This Code of Business Ethics and Conduct has been designed to promote the following behaviors:

- ✓ Honest and ethical conduct, including the ethical handling of actual and apparent conflicts of interest between personal and professional relationships;
- ✓ Full, fair, accurate, timely, and understandable disclosure in reports and documents that NCBA CLUSA files with, or submits to, government agencies, donors and in other public communications;
- ✓ Protecting NCBA CLUSA's confidential and proprietary information and that of our clients, donors, and partners;
- ✓ Compliance with applicable governmental laws, rules, and regulations;
- ✓ The prompt internal reporting of violations of this code; and
- ✓ Accountability for adherence to this code.

Each of us is responsible for adhering to the values and standards set forth in this Code of Business Ethics and Conduct (CBEC), for compliance with relevant organization policies and for raising questions if we are uncertain whether or not the standards are being met. Violations of the CBEC may result in a variety of corrective actions, and in some cases, may result in disciplinary action up to and including termination of employment.



Section 4.0302-00 Overview of Business Ethics

We believe that long-term, trusting business relationships are built by being honest, open and fair. All NCBA CLUSA employees are expected to uphold the highest professional standards in all global business operations. We also expect those with whom we do business (including partners, customers, members, volunteers, and consultants) will adhere to the standards set by NCBA CLUSA's CBEC.

Outstanding employees are key to NCBA CLUSA's success. All employees are considered to be valued members of the organization and every employee deserves to be treated with dignity and respect. In addition, everyone is responsible for their conduct. No one has the authority to force another employee to violate NCBA CLUSA's CBEC, and any attempt to direct or otherwise influence an employee to commit a violation is unacceptable.

NCBA CLUSA requires all employees to know, understand, and follow the CBEC, as it applies personally to each individual. Supervisors also are expected to set an example for their employees and take the appropriate action on ethical issues that are reported.

The fundamental principle that underlies the way we do business at NCBA CLUSA is good judgment and prudent business practices. An understanding of our legal and ethical parameters enhances that judgment. NCBA CLUSA has a responsibility to comply with all applicable laws and regulations in all of its operations worldwide. We have the same obligation to the communities in which we do business and to the customers and members with whom we do business. For everyone at NCBA CLUSA, this means following not only the letter, but also the spirit, of the law and maintaining high ethical standards even when the law is not specific.

This code outlines the broad principles of legal and ethical business conduct embraced by NCBA CLUSA. It is not a complete list of legal or ethical issues an employee might face in the course of business, and therefore this code must be applied using common sense and good judgment. Furthermore, because of the global work that NCBA CLUSA does throughout the world, under certain circumstances, local country law may establish requirements that differ from this code. Accordingly, employees worldwide are expected to comply with all local country laws as well as the NCBA CLUSA business conduct policies, even if these laws and policies seem inconsistent with the local practice. Although we realize that some situations are unique, we aim for consistency and balance when encountering any ethical issues. It is essential that you report any possible action inconsistent with NCBA CLUSA's business ethics – whether these actions occur in dealings with the government or the private sector, and whether they occur because of oversight or intention. In cases where an employee finds conflicts between local law and this guidance to be a challenge, they should consult their supervisor and the Chief Human Resources Officer in a timely manner.



Section 4.0303-00 Conflicts of Interest

Employees are expected to make or participate in business decisions and actions in the course of their employment with NCBA CLUSA based on what is right for the organization as a whole, and not based on personal relationships or benefits. Employees should maintain fairness, ethics, and personal integrity in all matters and avoid doing anything which is either illegal or unethical. NCBA CLUSA staff must refrain from participating, or giving the appearance of participating, in any activity that compromises their ability to render fair and impartial judgments on behalf of NCBA CLUSA's members and its clients in the development of new business opportunities. A conflict of interest (COI) is any activity that may be inconsistent with or opposed to NCBA CLUSA's best interests, or that gives the appearance of impropriety to a reasonable person. This definition is expanded to include specific guidelines about hiring and supervising donor agency staff and family members.

All staff should be aware of how to handle COI in a straight-forward, transparent way. The most important word to remember when it comes to conflicts of interest and outside business activities is **disclosure**. If you are ever in a situation in which someone might question your loyalty to NCBA CLUSA, you should disclose the situation. Contact your supervisor or Human Resources for assistance in determining if a formal disclosure is required.

Of course, we cannot list all possible conflicts. However, below are listed some areas where conflicts could arise and where additional oversight and approval may be required.

Subsection 4.0303-01 Outside Interest and Employment

Regular executive staff and officers have a full-time responsibility to the NCBA CLUSA. They may not engage in activities that might interfere with the discharging of their responsibility or in transactions that reasonably might affect the judgments they make on behalf of the NCBA CLUSA.

Except as expressly provided by and in compliance with this CBEC, NCBA CLUSA employees are prohibited from engaging in outside work or holding other jobs or participating in activities or jobs that compete or conflict with or otherwise compromise NCBA CLUSA's interests or adversely affect the employee's job performance or ability to fulfill all responsibilities to NCBA CLUSA. This prohibition also extends to the unauthorized use of any organization tools or equipment, and the unauthorized use or disclosure of any confidential information. Employees are not to engage in or conduct any outside business activities during paid working time.

However, the NCBA CLUSA recognizes that certain employees, including executive staff, may seek additional employment outside NCBA CLUSA to supplement their incomes to meet their financial obligations. NCBA CLUSA staff may undertake such activities provided: 1) they do not interfere with the staff member's responsibilities to NCBA CLUSA; and 2) the professional services to be provided are not similar to the work they perform as NCBA CLUSA employees. NCBA CLUSA staff should seek the guidance of the Chief Human Resource Officer to clarify any questions they may have on this policy.

Subsection 4.0303-02 Representation

The NCBA CLUSA's continued growth and ability to serve depend largely upon the staff's ability to represent the organization. First and foremost, NCBA CLUSA's staff can best represent NCBA CLUSA by ensuring that its projects are of the highest quality. Second, NCBA CLUSA's supervisors should encourage their staff to participate in appropriate professional societies, seminars, and conferences related to their area of expertise and the programs they work on. Third, NCBA CLUSA relies on its staff to discuss and follow up on new business opportunities with prospective clients and donors.

NCBA CLUSA staff should assure, however, that such activities are not undertaken at the expense of existing program activities, have the approval of the Chief Executive Officer and are charged to the appropriate development account previously approved by the Chief Financial Officer (CFO). Please note that expenses and staff time for business development cannot be charged to government awards.

Subsection 4.0303-03 Procurement – Vendors and Service Providers

NCBA CLUSA's staff is cautioned against the direct use of vendors and service providers that are owned or managed by NCBA CLUSA's staff or their spouses or other immediate family members, or which employ the spouses and/or members of NCBA CLUSA staff. While the NCBA CLUSA may use such vendors and service providers (after a competitive bidding or other appropriate screening process, where applicable), the following steps should be taken to avoid even the appearance of impropriety. First, NCBA CLUSA's staff should immediately bring the situation to the attention of their supervisor and the Chief Financial Officer (CFO), before such vendor or service provider is considered as a potential bidder for the award of a contract or purchase of a commodity. The CFO and/or the Chief Operating Officer (COO) may determine that such a vendor or service provider is ineligible for NCBA CLUSA's contracts or services. Second, the affected staff member may not be involved in the selection process, in supervising the delivery of goods or services, or in approving or disbursing payments to such vendor or service provider. Third, as part of their annual certification of their compliance with NCBA CLUSA's Code of Business Ethics and Conduct, NCBA CLUSA's Executive Leadership and Board of Director's are asked to disclose any other direct or indirect business relationships they or their family members have with NCBA CLUSA.

Contracting, Subcontracting, and Procurement

The NCBA CLUSA believes that its interest and the interests of its clients are best served by fair and open competition in contracting, subcontracting, and procurement. Employees should consult applicable federal guidelines on soliciting competitive bids when procuring goods and services on any U.S. government-funded contracts. For interpretation of these guidelines or specific advice on contracting, subcontracting, and procurement, employees should consult with NCBA CLUSA's Chief Financial Officer or Director for Contracts/Grants Management.

Fairness in Subcontracting

The extent of an entity's or institution's involvement in and level of effort on a particular project should be clearly stated in the subcontract agreement signed with the NCBA CLUSA. NCBA CLUSA staff should endeavor to ensure that: 1) the level of effort and role specified for the subcontractor is adhered; 2) the subcontractor's name is mentioned on appropriate project reports, publications, and other public documents; 3) proprietary information received from the subcontractor is kept confidential; and 4) resumes of subcontractor staff and consultants are not used without the subcontractor's permission.

Advance Spending

Employees are not authorized to commit to or to incur expenditures without a valid, signed agreement or contract.

Subsection 4.0303-04 External Directorships and Membership in Technical Advisory Boards (TABs)

Employees who seek to serve on external Boards of Directors or TABs of an organization are required, prior to acceptance, to obtain written approval from the NCBA CLUSA CEO.

Subsection 4.0303-05 Investments

NCBA CLUSA employees and members of its Board of Directors will occasionally find themselves in a position where they have the opportunity to invest in companies or organizations that are or are reasonably likely to be NCBA CLUSA partners, customers or suppliers; organizations or associations that are current or likely to be competitors of NCBA CLUSA; or organizations or associations that are reasonably likely to be potential candidates for acquisition by NCBA CLUSA. It is imperative that employees of NBCA CLUSA and members of its Board of Directors who are presented with such opportunities understand the potential conflict of interest that may occur in these circumstances. NCBA CLUSA employees and members of its Board of Directors must always serve our members and clients first. Investing in companies that NCBA CLUSA has an actual or potential business relationship with may not be in our members or clients' best interest. Questions about a potential investment should be brought to the Chair of the NBCA CLUSA Board of Directors or Audit Committee if a Board Member is the potential investor or to the NCBA CLUSA CEO if the potential investor is an employee.

Subsection 4.0303-06 Fees, Honoraria, Stipends and Other Payments

Non-NCBA CLUSA-related fees, honoraria for speeches, fees for jury duty, radio and TV appearances, author's royalties and payments for published articles or article reviews, and travel reimbursements may be accepted, provided these payments do not represent activities that interfere with the staff member's responsibilities to the NCBA CLUSA. No salary or consulting fee, however, may be accepted by regular staff members of the NCBA CLUSA for services rendered to other organizations or persons during regular business hours or leave periods except on behalf of the NCBA CLUSA. NCBA CLUSA staff are advised to bring any questions that they may have on this policy to the attention of the Chief Human Resource Officer for clarification before accepting a fee, honoraria or other payment.

Speaking at events, on behalf of NCBA CLUSA, when it is determined to be in NCBA CLUSA's best interests, is considered part of an employee's normal job responsibilities. Because employees will be compensated by NCBA CLUSA for most or all of their time spent preparing for, attending, and delivering presentations approved by management, employees should not request or negotiate a fee or receive any form of compensation (excepting the novelties, favors or entertainment described below) from the organization that requested the speech. Alternatively, if an honoraria is provided, the employee can accept the honoraria or fee and submit it to NCBA CLUSA to offset incurred expenses associated with the employee's compensation, materials, and travel.

Teaching Stipends

NCBA CLUSA staff are encouraged to remain current in their respective technical fields through such activities as teaching courses. Staff may keep honoraria and modest fees for teaching such courses outside of working hours, as long as these activities do not interfere with the staff member's responsibilities to the NCBA CLUSA. NCBA CLUSA staff should seek the guidance of the respective Senior Leadership Team member prior to committing to the teaching assignment to clarify any potential concerns about the assignment.

Subsection 4.0303-07 Methodology, Technology, Books, and Publications

NCBA CLUSA employees must receive written permission from the NCBA CLUSA CEO before developing any products, software, or intellectual property that is or may be related to NCBA CLUSA's current or potential business. Any products, software, or intellectual property developed while employed by NCBA CLUSA and during normal business hours or while using organization equipment, resources or facilities shall be considered a work for hire and is the property of NCBA CLUSA. For example, permission to submit an article in a contest that references NCBA CLUSA experience, would most likely be permitted with the provision that NCBA CLUSA is acknowledged by the author. NCBA CLUSA staff may be required to execute an agreement with the NCBA CLUSA acknowledging that all intellectual property developed while employed by the NCBA CLUSA is a work for hire or otherwise assigning the staff member's rights in such intellectual property, to the extent the same is deemed not to be a work for hire, to the NCBA CLUSA.

Subsection 4.0303-08 Industry Associations

Membership on boards of industry associations generally does not present financial conflicts of interest. However, employees should be sensitive to possible conflicts with NCBA CLUSA's business interests, if, for instance, the association takes a position adverse to NCBA CLUSA's interests or those of members or donors.

Subsection 4.0303-09 Nepotism; Hiring Friends and Relatives

Supervisory relationships with family members or others with whom the employee has a significant personal relationship may present special workplace problems, including a conflict of interest, or at least the appearance of conflict, in various personnel decisions that the supervisor makes.

NCBA CLUSA is an equal employment opportunity employer and we seek to hire employees with the knowledge, skills and abilities to contribute to the NCBA CLUSA's success. Relatives and friends of current employees may be hired and we encourage their referral. However, no favoritism will be shown to candidates who are family members or friends of our employees. Every candidate will be hired based on their qualifications for an open position. Senior managers should be especially aware that their referral of family members or friends may be perceived as exercising undue influence on the hiring process and should take appropriate steps to avoid the appearance of "sponsoring" a friend or relative as a candidate, and to avoid interfering with the hiring process.

To ensure objectivity and prevent conflicts of interest, family members may not have **direct or indirect** reporting relationships to other family members, cannot be involved in their recruitment, selection, evaluation, and cannot authorize payment for their services. Any such relationship must be brought to the attention of Human Resources before the person is hired. In rare instances where unique circumstances may warrant an exception to this policy, prior approval must be obtained from the Chief Human Resources Officer.

Section 4.0304-00 Inducements, Entertainment, and Gifts

NCBA CLUSA has many clients, and other business partners, all of whom are vital to the organization's success. All of these relationships must be based entirely on sound business decisions and fair dealings. Business gifts and entertainment can build goodwill, but they can also create a perception of conflict of interest that can undermine the integrity of our relationships. Any courtesy that an NCBA CLUSA employee extends should always comply with the policies of the recipient's organization, and those we are doing business with should understand our policy as well.

"Inducements, favors, gifts and/or entertainment" means anything of monetary value, including meals, lodging, discounts, loans, cash, favorable terms on any product or service, services, equipment, prizes, products, training, transportation, use of vehicles or vacation facilities, stocks or other securities, home improvements, tickets and gift certificates. The potential list is endless – these are just examples. Because of tax and other legal reporting rules, it is essential that your expense report records accurately record favors, gifts, and entertainment provided to clients and customers. You are required to properly report all expenditures on your expense reports related to normal business, and you must accurately state the purpose of the expenditures and the identities of the individuals receiving the favors, gifts or entertainment.

Subsection 4.0304-01 Favors, Gifts and Entertainment to Public Sector/Government Officials Raise Special Risks

It is very important that, when working with any public sector official – regardless of location, department or agency, and including government-controlled organizations, you know the specific rules related to the giving of favors, gifts and entertainment to that official. It is each NCBA CLUSA employees' responsibility to know the specific rules related to the giving of favors, gifts or entertainment to public sector employees.

Subsection 4.0304-02 Inducement to Clients or Donor Agencies

In accordance with U.S. federal regulations and accepted good business practices, no NCBA CLUSA employee is authorized to offer, or give the impression of offering, an inducement (monetary or otherwise) to any current or potential client or donor agency official for the purpose of obtaining proprietary information or influencing their judgments on future grant or contract awards. No offer or suggestion to provide employment or consultancies will be made to such an official. In addition, NCBA CLUSA will not, and employees or consultants of NCBA CLUSA shall not, offer or make any payment, or even suggest a bribe be paid, to obtain a contract or "favor" from a potential client. Engaging, or appearing to engage, in such activities will result in disciplinary action and/or termination of the employee. NCBA CLUSA staff should immediately report any evidence of such activities to the appropriate Senior Leadership area representative or Chief Financial Officer.

Similarly, NCBA CLUSA employees are prohibited from paying, or offering to pay, any fees or commissions to consultants or other NCBA CLUSA staff to obtain proprietary information or to otherwise assist in any inappropriate manner in obtaining a contract or grant award. NCBA CLUSA staff should immediately report any evidence of such activities to the Chief Financial Officer. Any such act will result in immediate termination of employment with NCBA CLUSA. Any instances in which an employee is approached or asked to pay a bribe or to provide an inappropriate gift or gratuity must be reported immediately to the Chief Financial Officer or Chief Human Resource Officer.

Subsection 4.0304-03 Receiving or Offering Favors, Gifts or Entertainment

As a not-for-profit organization, the NCBA CLUSA keeps entertainment costs at a very modest level, and encourages all staff to consult with their area Senior Leadership representative for guidance about the appropriateness of a particular activity. Moreover, in line with applicable federal regulations, no favors, gifts or entertainment expenses are allowable under any grant, contract, or overhead/development account. Such costs must be charged to NCBA CLUSA's unrestricted income, requiring the approval of the Chief Financial Officer before such charges are incurred.

Favors, gifts or entertainment offered by NCBA CLUSA employees to customers or customers' family members, or offered to NCBA CLUSA employees and their family members fall into three categories: Acceptable, Inappropriate, or Questionable.

Acceptable

Accepting or offering social amenities or business courtesies such as modest favors, gifts or entertainment is common in the commercial work environment and is meant to create goodwill and enhance business relationships. Using good judgment and moderation, occasionally exchanging favors, gifts or entertainment of nominal value with employees of a non-Governmental entity is appropriate, unless the recipient's employer forbids the practice. Examples of what is generally acceptable and does not require approval include these items:

- Items of nominal value (less than \$20 USD market value from a single customer, partner or supplier individually, and no more than \$50 USD market value from a single customer, partner or supplier on an annual basis);
- In addition, occasional meals with a business associate who is not an NCBA CLUSA employee are acceptable;
- Offers of favors, gifts or entertainment over \$20 USD to or from any single customer, partner or supplier individually, not to exceed a market value of \$50 USD on an annual basis for any single partner or supplier, may be made or accepted;
- The following examples would not require approval as long as they meet the criteria stated above:
 - Tickets for ordinary sports, theater and other cultural events
 - Gifts that do not exceed \$20 USD market value
 - Other reasonable and customary favors, gifts and entertainment
 - Giving or accepting promotional items of nominal value, such as pens, calendars, logo ware, caps, t-shirts, and coffee mugs
 - Flowers, fruit baskets and other modest presents that commemorate a special occasion

Unacceptable

Other types of favors, gifts and entertainment are simply wrong, either in fact or in appearance, so that they are never permissible, and no one can approve these. Employees and their immediate family may never do the following:

- Any items that otherwise may be allowed but are more than \$20 in value. For example, an expensive promotional clock would not be allowed;
- Offer or accept cash or cash equivalent such as loans, stock, or other monetary instruments such as bank checks, traveler's checks, money orders, or negotiable instruments;
- Offer, accept or participate in any favors, gifts or entertainment or other situations that are inappropriate, or otherwise violate our commitment to diversity and mutual respect, or which would reasonably cause any customer or NCBA CLUSA employee to feel uncomfortable or embarrass NCBA CLUSA by its public disclosure, such as "adult entertainment";
- Incur any expense on behalf of a customer, including favors, gifts or entertainment, that is not recorded properly on organization books;
- Use their own money or resources to pay for favors, gifts, or entertainment valued at \$20 USD or more for a customer, partner, or supplier; and
- Offer, accept or request anything as part of an agreement to do anything in return for favors.

If you believe that a member, client, supplier, vendor or subcontractor seeks to provide a gift in order to obtain favorable treatment from NCBA CLUSA, you should report this conduct to your supervisor or a member of the Senior Leadership Team, who will seek guidance from the Human Resources Department.

Not included as entertainment are the costs of meetings and conferences when the primary purpose is either to disseminate technical information or to conduct the general administration of the organization or a project. Such expenses are allowable according to standard accounting practices and government regulations, either directly to the project or indirectly to NCBA CLUSA, depending on the nature and purpose of the meeting. Food, refreshments, speaker's fees, travel expenses and room rental costs are also allowable for an approved official function, meeting or conference that involves a number of people and has a pre-established agenda. Such meeting and conference costs will be reimbursable when accompanied by a receipt and a written explanation of the following:

- purpose of meeting,
- why meeting was held during a meal time,
- who was in attendance-- names, titles (if applicable), and
- outcome of meeting

Business lunches - defined here as a business meeting without a pre-established agenda - are not allowable charges to contracts. If such expense is claimed while the staff member is traveling using project or overhead funds, the portion of that person's meal must be deducted from the traveler's fixed Meals and Incidentals (M&I) allowance.

Staff should consult the Chief Financial Officer for guidance on the allowability and propriety of any potential "entertainment expense" before that expense is incurred or it may not be reimbursed.

Travel and Transportation

In general, the travel and transportation costs of donor agency and U.S./foreign government officials, including taxi fares, may not be paid unless they are part of NCBA CLUSA's contractual responsibilities under a current project. Common sense dictates, however, that occasions may arise when transportation or transportation expenses are provided to such officials. For example, giving an official a "ride" in a private or rented vehicle, or paying for a taxi fare when a group is traveling together (and there are no additional charges for the extra passengers). In such cases, however, NCBA CLUSA staff should ensure that their actions are not misconstrued as an inducement to that official.

Other Considerations

In rare circumstances, local customs in some countries may require the exchange of gifts having more than nominal value as part of the business relationship. In these situations, gifts may be accepted only on behalf of NCBA CLUSA (not an individual) with the approval of the NCBA CLUSA CEO. Any gifts should be turned over to Human Resources for appropriate disposition. The foreign organization's gift-policy regulations must be observed. In all cases, the exchange of gifts must be conducted so there is no appearance of impropriety. Gifts may only be given in accordance with applicable laws, including the U.S. Foreign Corrupt Practices Act ("FCPA"). For more information regarding the FCPA, see policy below.

Ultimately it is the responsibility of each individual to avoid any situation that could reasonably appear to be a conflict of interest. Employees should feel free to discuss any potential conflict of interest situations with their manager or the Human Resources Department.

Section 4.0305-00 Social Media/Blogging/Social Networking Policy

This blogging/social networking/social media policy is intended to respect employees' rights to personal expression while limiting NCBA CLUSA's legal liability and protecting NCBA CLUSA's proprietary information and business interests. Importantly, this policy applies to all NCBA CLUSA employees, and pertains to blogging/social media/social networking:

- Performed both on and off NCBA CLUSA time;
- Performed both on and off NCBA CLUSA's premises; and
- Regardless of whether it is performed on NCBA CLUSA equipment (computers, smartphones, tablets, etc.), or on the employee's or any third party's equipment.

For purposes of this policy, the term "social networking" includes, but is not limited to, the use or viewing of such sites as Facebook, Twitter and LinkedIn.

If employees use NCBA CLUSA's systems for social networking, employees may only access and post to blogs, social networks, and social media during non-working time.

Blogs/posts may not contain any content that:

- violates any laws, including laws pertaining to intellectual property;
- infringes any third party rights (including intellectual property rights);
- is defamatory or libelous or might be construed as harassment or disparagement in violation of NCBA CLUSA policy on the basis of race, color, religion, sex, sexual orientation, national origin, age, disability, genetic information, or any other status protected by applicable law;
- violates any policies, rules, standards or requirements applicable to NCBA CLUSA, including but not limited to any confidentiality or privacy policy, or the terms of any confidentiality agreement entered into by an employee;
- discloses security information relating to NCBA CLUSA or its affiliates, as it may place employees and those with whom we work at an undue safety risk;
- discloses information relating to accidents or incidents where there is a pending law enforcement investigation, for the safety and security of those with whom we work;
- discloses any trade secrets, "insider information" or similar confidential or proprietary information of NCBA CLUSA; or
- Supports or comments favorably on a competitor of NCBA CLUSA or its affiliates.

- The following are permitted only with the express prior written permission of the Chief Human Resources Officer or the CEO:
 1. Blogs or social networking that represent or imply sponsorship or support by NCBA CLUSA;
 2. Blogs or social networking that use any logos or trademarks of NCBA CLUSA or its affiliates in any manner that expresses or implies that the communication is from or is endorsed by NCBA CLUSA; or
 3. Blogs or social networking that use NCBA CLUSA's time, facilities, resources, or supplies unless approved by your supervisor or manager in advance.

If a blog or social networking post refers to NCBA CLUSA or its operations, personnel, products, activities or services, and the employee's name is generally associated by the general public with NCBA CLUSA (an employee who is unsure of whether this applies to him or her should consult the Chief Human Resources Officer or the CEO), the employee blogger/poster must (i) notify the Chief Human Resources Officer or the CEO of the existence of the blog or post, and (ii) include a statement in the blog/post that all views expressed are those of the blogger/poster and have not been reviewed or approved by NCBA CLUSA. Similarly, if an employee blogs or otherwise posts online an endorsement of NCBA CLUSA or its activities, services or products, the employee must identify themselves as an NCBA CLUSA employee.

Unless an employee is blogging or posting as part of his or her job, blogs or posts may not be crafted so as to appear as if they were being made by NCBA CLUSA or on its behalf. If any blog or post would appear as if it is being made on behalf of NCBA CLUSA, the blogger/poster must include a statement in the blog/post that all views expressed are those of the blogger/poster and have not been reviewed or approved by NCBA CLUSA.

Management reserves the right to require an employee to stop posting any blog or post which contains content that it deems to violate this policy.

This policy is a statement of legal and ethical principles for individual and business conduct. Failure to comply with this policy may subject an employee to disciplinary action, up to and including termination of employment. If you have any questions regarding this policy, please contact the Chief Human Resources Officer or the CEO.

Nothing in this policy is meant to prevent employees from discussing the terms and conditions of their employment as permitted by law or engaging in any other activities protected under Section 7 of the National Labor Relations Act or any other applicable federal, state or local law.

Section 4.0306-00 Compliance with Laws, Rules and Regulations Inducements, Entertainment, and Gifts

Subsection 4.0306-01 Public Disclosure

It is of critical importance that NCBA CLUSA's filings with government agencies be accurate and timely. NCBA CLUSA employees may be called upon to provide information to assure that NCBA CLUSA's public reports are complete, fair, and understandable. NCBA CLUSA expects all of its employees to take this responsibility very seriously and to provide information that is accurate, complete, objective, relevant, timely, and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that NCBA CLUSA files with, or submits to, government agencies and in other public communications.

Subsection 4.0306-02 Proprietary Information

Proprietary information includes any and all information and materials that are non-public and/or proprietary to NCBA CLUSA (including information developed or obtained by employees during the course of their work for NCBA CLUSA), NCBA CLUSA information and materials not generally known by non-NCBA CLUSA personnel, and confidential or proprietary information of third parties disclosed to NCBA CLUSA. More specifically, proprietary information includes, but is not limited to the following types of information and other information of a similar nature (whether or not reduced to writing): pricing policies, customer information (including past, present and potential member names), information regarding partners, suppliers, business associates and representatives, discoveries, ideas, concepts, research, development, processes, procedures, marketing techniques and materials, marketing and development plans, and financial information. Proprietary information also includes;

- (i) Any information described above that NCBA CLUSA obtains from another party and which NCBA CLUSA treats as proprietary or designates as confidential information, whether or not owned or developed by NCBA CLUSA, and

(ii) Any inventions or ideas by a person or entity that embody any confidential information. NCBA CLUSA's business and business relationships center on the confidential and proprietary information of NCBA CLUSA and the confidential and proprietary information of those with whom we do business including partners, members and clients. Each employee has the duty to respect and protect the confidentiality of all such information. The disclosure or use of confidential and proprietary information, whether NCBA CLUSA's or a third party's, may be covered by a written agreement. In addition to the obligations imposed by any such agreement, all employees should comply with the following requirements:

- Confidential information should be disclosed only to those NCBA CLUSA employees who need to access it to perform their jobs at NCBA CLUSA;
- Confidential information of a third party should not be used or copied by any NCBA CLUSA employee, or disclosed outside of NCBA CLUSA, except to the extent the same may be permitted by a written agreement between NCBA CLUSA and the third party;
- Unsolicited third-party confidential information should be refused or, if inadvertently received by an employee, returned unopened to the third party or transferred to Human Resources Department for appropriate disposition;
- Employees must refrain from using any confidential information belonging to any former employers (with the exception of any such information properly acquired by NCBA CLUSA), and such information must never be brought to NCBA CLUSA or provided to other NCBA CLUSA employees;
- When working with proprietary information that you can touch (such as documents, drawings, pictures, graphics, software, hardware, graphs, charts, or disks), you must make sure that the proprietary information is labeled as "**Confidential and Proprietary to NCBA CLUSA**" (for example, within the document footer). Marking information as confidential and proprietary is one of the most efficient and effective ways of protecting NCBA CLUSA intellectual property;
- NCBA CLUSA employees must also be careful not to be overheard when discussing confidential matters. Be particularly mindful in elevators, restaurants, airplanes, restrooms or other public areas. Employees must also be careful while speaking about business with family members or friends because even innocent conversations may lead to accidental public disclosure of proprietary information. It is also important that employees respect the property rights of others. Accordingly, you must not acquire or seek to acquire by improper means another party's trade secrets or other proprietary or confidential information. Employees also must not engage in unauthorized use, copying, distribution or alteration of software or copyrighted materials or otherwise violate the intellectual property rights of others.

Subsection 4.0306-03 Laws, Regulations and Government Related Activities

As an international U.S.-based organization, NCBA CLUSA is subject to laws and regulations both in the U.S. and abroad. Violation of governing laws and regulations is both unethical and subjects NCBA CLUSA to significant risk, including in the form of fines, penalties, and damaged reputation. It is expected that each employee will comply with all applicable laws, regulations and corporate policies.

Antitrust

The economies of the United States and of most countries in which NCBA CLUSA does business are based on the principle of a free competitive market. To assure that this principle is maintained in the marketplace, most countries have laws prohibiting certain business practices that could inhibit effective competition. The antitrust laws are broad and far-reaching. They touch upon and affect virtually all aspects of NCBA CLUSA's operations. NCBA CLUSA fully embraces all antitrust laws and avoids conduct that may even give the appearance of being questionable under those laws. Each employee should be familiar with these laws and keep them in mind while going about his/her job, because the penalties for violations can be quite serious; both to NCBA CLUSA and to the individual. Whether termed antitrust, competition, or free trade laws, the rules are designed to keep the marketplace thriving and competitive.

In all cases where there is question or doubt about a particular activity or practice, please contact the Human Resources Department before proceeding.

Foreign Corrupt Practices Act

NCBA CLUSA requires full compliance with the U.S. Foreign Corrupt Practices Act (“FCPA”) by all of its employees, consultants, subcontractors, agents, and other partners. The FCPA’s anti-bribery and corrupt payment provisions make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any Foreign Official, or any foreign political party, candidate or official, for the purpose of:

- Influencing any act, or failure to act, in the official capacity of the recipient, in order to obtain or retain business for anyone, or direct business to anyone; or
- Inducing the recipient to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

“Foreign Official” means **any** officer or employee of a non-U.S. government, a public international organization, or any department or agency thereof, or any person acting in an official capacity for such an entity. “Foreign Official” also includes employees of state owned enterprises, such as a postal service, incumbent telephone organization, national state owned airline, or other national state owned organization. The term also includes local officials, who may be representing a province, city or region of a country. The FCPA applies to payments to any Foreign Official, regardless of rank or position.

Payments, offers, promises or authorizations to pay any other person, U.S. or foreign, are likewise prohibited if any portion of that money or gift will be offered, given or promised to a Foreign Official or foreign political party candidate or official for any of the illegal purposes outlined above.

FOR EXAMPLE: A payment to an organization owned by a Foreign Official or to a partner who will provide some or all of the payment to the Foreign Official could implicate the FCPA.

Any failure to report a transaction, mischaracterization of a transaction (i.e. disguising the payment of a bribe or other improper payment), or creation of any false or inaccurate documentation even if it has no impact on the revenues or obligations of the corporation (i.e. creation of a false invoice to accommodate a foreign customer’s request), is strictly prohibited. Also, any use of corporate funds, or access to corporate assets, without proper authorization, is also strictly prohibited.

All employees, regardless of their work location, are responsible for ensuring that NCBA CLUSA complies with the FCPA. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA.

Any action in violation of the FCPA is prohibited. Any employee who becomes aware of apparent FCPA violations, should notify the NCBA CLUSA Human Resources Department immediately. Violators of the FCPA are subject to severe criminal penalties, including fines and jail time, and may be subject to disciplinary action by the NCBA CLUSA up to and including to termination of employment.

Government Business

Employees should understand that special requirements might apply when contracting with any government body (including national, state, provincial, municipal, or other similar government division in local jurisdictions) because government officials are obligated to follow specific codes of conduct and laws. Special care must be taken in government procurement. Some key requirements for doing business with a governmental entity are the following:

- Accurately representing which NCBA CLUSA services are covered by government contracts or grants;
- Not offering or accepting kickbacks, bribes, gifts, gratuities or anything else of value with the intention of obtaining favorable treatment from the recipient (a gift that is customary in the business sector may be perceived as a bribe by a government official);
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract;
- Hiring present and former government personnel may only occur in a compliance with applicable laws and regulations in consultation and approval by NCBA CLUSA Human Resources; and
- Billing for services in a timely and accurate manner. In the event that NCBA receives an overpayment, NCBA will comply with the reporting under the Mandatory Disclosure rule, if applicable.

Lobbying, Advocacy, and Political Contributions

Employees are encouraged to fully meet their individual civic and political responsibilities, except, however, for participation in any activities that constitute (or could be construed as) lobbying any government to amend and/or add new regulations or laws specifically favoring the NCBA CLUSA. NCBA CLUSA employees, especially those who are U.S. citizens, should be particularly concerned with engaging in any activities that might be construed as lobbying or political activity in another country.

There is a delicate line between involvement in national politics and advocating the development of national policies. "Technical" issues can often become political issues. Only personnel authorized by NCBA CLUSA to conduct lobbying activities within the IRS guidelines for 501(c)(6) organizations shall participate in any such activities. All time and costs dedicated to lobbying shall be strictly accounted for and properly segregated.

None of NCBA CLUSA's assets, including employees' work time, use of NCBA CLUSA premises, use of NCBA CLUSA equipment, or direct monetary payments using NCBA CLUSA funds may be contributed to any political candidate, political action committees (aka "PACs"), party, or ballot measure. Of course, NCBA CLUSA employees may participate in any political activities of their choice on an individual basis, with their own money and on their own time.

Using Third-Party Copyrighted Material

Employees may sometimes need to use third-party copyrighted material to perform their jobs. Before such third-party material may be used, and unless NCBA CLUSA holds the copyright for such material, appropriate authorization from the copyright holder must be obtained, and the employee must also obtain all necessary permits and licenses as well as acknowledgement of the source, if required. The need for such permission may exist whether or not the end product containing third-party materials is for personal use, for NCBA CLUSA internal use or other use. It is against NCBA CLUSA policy and it may be unlawful for any employee to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material when developing products, promotional materials or written communication (such as manuals, presentations, etc.), unless written permission from the copyright holder has been obtained prior to the proposed use and appropriate acknowledgement has been made, if required. Improper use could subject both NCBA CLUSA and the individuals involved to possible civil and criminal actions for copyright infringement. It is against NCBA CLUSA policy for employees to use NCBA CLUSA's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

Section 4.0307-00 Overview of Conduct

NCBA CLUSA is committed providing a work environment that will attract and retain a highly talented workforce. As a global community, we value and celebrate each of our unique cultures and qualities.

Every employee is responsible for creating a climate of trust and respect, and for promoting a productive work environment that is free from discrimination, harassment, exploitation, and retaliation.

Subsection 4.0307-01 Sexual Exploitation and Abuse of Clients (SEA) Policy

NCBA CLUSA recognizes the unequal power dynamic that may exist between its staff and clients (participants or stakeholders) and the resulting potential for exploitation inherent in its work. NCBA CLUSA further recognizes that exploitation undermines the credibility of its work and severely damages victims of these exploitive acts and their families and communities. As a condition of their employment, NCBA CLUSA employees, consultants and volunteers must acknowledge and agree to the following core principles:

- ✓ Sexual exploitation and abuse by NCBA CLUSA staff is strictly prohibited;
- ✓ Sexual activity with children (defined according to the Convention on the Rights of the Child, as all persons under the age of 18) is prohibited, regardless of the local age of majority or age of consent. Mistaken belief in the age of a child is not a defense;
- ✓ Exchange of money, employment, goods, or services for sex, including sexual favors or other forms of humiliating, degrading or exploitative behavior is prohibited. This prohibition includes exchange of assistance that is due to clients;
- ✓ Sexual relationships between NCBA CLUSA staff and clients are forbidden since they are based on inherently unequal power dynamics. Such relationships undermine the credibility and integrity of humanitarian aid work;
- ✓ Whenever a NCBA CLUSA staff member has concerns or suspicions regarding sexual abuse or exploitation by a fellow worker, they must be reported to their supervisor or to the Human Resources Department;
- ✓ As humanitarian workers, we are obliged to create and maintain an environment which prevents sexual exploitation and abuse, while promoting the implementation of the required code of conduct. Managers at all levels have particular responsibilities to support and develop systems that maintain this environment.

If NCBA CLUSA discovers that any of its staff has violated this policy, NCBA CLUSA will take all necessary action, including immediately terminating that staff member's employment, reporting all unlawful conduct to the local authorities, and cooperating in any subsequent investigation by said local authorities. NCBA CLUSA will not tolerate any violation of this policy. If you have any questions about the SEA policy, please contact Human Resources.

Additionally, to the extent applicable NCBA will comply with Federal anti-trafficking laws that are contained in any of its government contracts.

Subsection 4.0307-02 Equal Employment Opportunity Policy

NCBA CLUSA is an equal opportunity employer and considers all employees and applicants for employment without regard to race, color, religion, sex, national origin, sexual orientation, gender identity, gender expression, age, disability, genetic information, military or veteran status, marital status, personal appearance, familial status, family responsibilities, matriculation, political affiliation, childbirth or related medical conditions or any other characteristic protected by applicable federal, state or local law. NCBA CLUSA also provides reasonable accommodation to qualified individuals with a disability in accordance with applicable laws.

This policy extends to every phase of the employment process including recruiting, hiring, training, transfer, promotion, compensation, benefits, performance evaluation, discipline, termination, layoffs and all other terms and conditions of employment. All employment decisions are made on the basis of job related criteria, recognizing the principle of equal employment opportunity.

If you have a question or concern, please do not hesitate to contact Human Resources. Employees, who believe they have been discriminated against or otherwise treated unfairly in violation of this policy, should promptly utilize NCBA CLUSA's complaint procedure. No employee will be subject to retaliation by NCBA CLUSA for reporting what they believe, in good faith, to be an incident of discrimination or harassment.

Appropriate disciplinary action, up to and including termination, may be taken against any employee willfully violating this policy.

NCBA CLUSA is committed to a work environment free from unlawful discrimination and harassment. Each individual has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including unlawful harassment. Therefore, NCBA CLUSA expects that all relationships among persons in the workplace will be business-like and free of such bias, prejudice and harassment.

Subsection 4.0307-03 Communications with the Media

NCBA CLUSA wishes to provide open, accurate, and consistent communication to the public. To maintain the consistency and accuracy of this information, only designated spokespersons may respond to all inquiries. Only these spokespersons are authorized to release information to the public at the appropriate time. Unless you have been designated as a spokesperson, you should not respond to inquiries from the press. All inquiries from the media should be forwarded immediately to the Director of Communications or the CEO.

Section 4.0308-00 Code Violations/Reporting

The Human Resources Department is responsible for administering and updating this Code of Business Ethics. Depending on the nature of an alleged violation, the Chief Human Resources Officer or his/her designee would be responsible for conducting an investigation and would be responsible, together with appropriate management officials, for determining appropriate disciplinary action and reporting to the Board of Directors. NCBA CLUSA attempts to impose discipline for each Code of Conduct violation in a consistent manner appropriate to the nature of the violation, including termination of employment if circumstances warrant. NCBA CLUSA reserves the right, however, to determine, in its discretion, the appropriate level of discipline for any violation of the Code of Business Ethics.

All NCBA CLUSA employees are responsible for promptly reporting any issue or concern they believe in good faith may constitute a violation of this Code of Business Ethics or any other NCBA CLUSA policy. If you believe a violation of this code, or any other NCBA CLUSA policy, has occurred, please contact NCBA CLUSA's Human Resources Department.

Any such complaints may be submitted in person, in writing or on an anonymous basis to a Human Resources representative.

INVESTIGATIONS BY GOVERNMENTAL AUTHORITIES

As a participant in highly regulated activities utilizing government grants, NCBA may at times be subject to inquiries and investigations by government agencies. NCBA is committed to cooperating with any such inquiry or investigation. All such interactions must be coordinated with the President/CEO to secure appropriate legal assistance to ensure that NCBA's legal interests are protected.

Subsection 4.0308-01 Whistleblower Policy

Reporting Responsibility

It is the responsibility of all Board members, Officers, employees, and volunteers to report concerns about violations of NCBA CLUSA's Code of Business Ethics or suspected violations of law or regulations that govern NCBA CLUSA's operations.

Compliance Hotline for Financial Integrity

NCBA CLUSA has retained the services of Signius Communications to manage a hotline program to enable employees from any office site to report anonymously any incidents of theft, financial misconduct, or any wrongdoing. Signius Communications is an independent third party that is responsible for ensuring an unbiased communication of any reported information to NCBA CLUSA Board of Directors and management for evaluation and action.

Employees may report a concern by either of the following methods:

- Completing the communications form on the site:

URL: <https://thecompliancepartners.com/nba/>

- **Calling a special toll-free telephone line designated for NCBA CLUSA**

1-800-441-7149

(Posters, reference cards, and training are provided)

Protection for Whistleblowers and Witnesses Policy

It is the responsibility of all employees to comply with NCBA CLUSA's policies, and to report violations or suspected violations in accordance with this Code of Business Ethics. An employee should be free to initiate good faith contact with any NCBA CLUSA personnel, or provide information in the context of an official investigation or other inquiry, without reprisal.

No employee shall be subject to reprisal as a result of having provided information in good faith regarding a suspected incident of fraud or corruption. A reprisal for the purposes of this policy is an act of retaliation on the part of a staff member's colleagues, supervisors, or any NCBA CLUSA's Senior Leadership carried out to punish a staff member for having provided such information. Reprisals are adverse actions on the part of co-workers or supervisors in response to the employee's acting as whistleblower which could include harassment, discriminatory treatment, assignment of work outside of the corresponding position description, inappropriate evaluations of performance, inappropriate awards of merit pay, or the withholding of any other entitlement. For the purposes of this policy, a reprisal also includes the threat of reprisal.

No Senior Leader/Officer may use his or her position to influence an employee or prevent an employee from exercising their rights as provided in this policy. Any officer who is found to have engaged in such behavior shall be subject to disciplinary action.

The protection affirmed in this policy applies only to an employee acting in good faith and providing information which they reasonably believes is true. Providing information for motives of personal gain or with malicious intent, or information that is known to be false, is not protected by this Policy and may be subject to disciplinary action against the individual making the malicious allegation.

An employee who believes that they have been the subject of reprisal as described in this policy, should report their concerns to the Chief Human Resources Officer or to the Chair of NCBA CLUSA Board's Audit Committee.

No Retaliation

It is contrary to the values of NCBA CLUSA for anyone to retaliate against any Board Member, Officer, Employee, or Volunteer who in good faith reports an ethics violation or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any law or regulation governing the operations of NCBA CLUSA. An employee who retaliates against another employee who has reported a violation in good faith is subject to discipline up to and including termination of employment.

An employee who believes that he or she has been the subject of reprisal as described in this policy should report their concerns to the Chief Human Resources Officer or to the Chair of the Board's Audit Committee.

Reporting Procedure

The 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. It is the responsibility of all Directors, Officers, and Employees to comply with the Code of Business Ethics and to report violations or suspected violations in accordance with this Whistleblower Policy. Employees should share their questions, concerns, suggestions, or complaints with an immediate supervisor. If an employee believes an immediate supervisor would stymie, prevent or inhibit remedial action, the employee should contact the Chief Human Resources Officer or contact the Whistleblower Hotline directly to ensure protection of anonymity.

The Whistleblower Hotline reports are not managed within NCBA CLUSA and are directly provided to Chairman of the Board of Directors, Vice Chairman of the Board of Directors, and the Chair of the Audit Committee.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. 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. 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 NCBA CLUSA's representative designated by the Board of Director's will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

It is NCBA CLUSA's policy to promote and implement prompt and consistent enforcement of this code, fair treatment for persons reporting unethical behavior, objective and clear standards for compliance and a fair process by which to determine violations of this code and other NCBA CLUSA policies. It is against NCBA CLUSA policy to retaliate against any employee for good faith reporting of violations of this code or any other NCBA CLUSA policy. Any employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to an including termination of employment. The Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside of the organization.

Section 4.0309-00 Code of Business Ethics and Conduct Acknowledgement Form

I hereby certify that I have been provided a copy of NCBA CLUSA's Code of Business Ethics and Conduct (CBEC). I understand that I should consult with my area Senior Leadership representative or Chief Human Resource Officer for further clarification on any aspect of NCBA CLUSA's Code of Business Ethics and Conduct on which I have any questions.

Attested:

I have read NCBA CLUSA's Code of Business Ethics and Conduct and I understand and agree to abide by the CBEC. I will conduct my work on behalf of NCBA CLUSA with the highest integrity and commitment to the principles stated in the CBEC. I understand that any violations of the CBEC may lead to disciplinary action, up to and including termination of employment, as determined to be appropriate by NCBA CLUSA.

Signature

Date

Name (Printed)



Conflict of Interest Disclosure Form

Please describe any activities that may be inconsistent with or opposed to The Cooperative League of the United States of America (NCBA CLUSA's) best interests, or that gives the appearance of impropriety to a reasonable person in accordance with NCBA CLUSA's Code of Business Ethics and Conduct (CBEC). Please disclose below any areas and/or circumstances in which you are involved that may contribute to a Conflict of Interest, such as outside work, ownership, investment, and relationships. If you have no conflicts of interest to report, please indicate "None" in item #1 of the form below.

1.	
2.	
3.	
4.	
5.	

I hereby certify the above information is true and complete to the best of my knowledge. I have read, understand, and agree to abide by the CBEC Section Conflicts of Interest pages 3-7.

[Print Name of Employee]

[Signature of Employee]

[Date]