

Subject: Code of Conduct and Ethics

Purpose: To Establish a Code of Conduct for Directors and Committee Members

Background:

Board and committee members are expected to adhere to standards of conduct which serve the best interests of Golden Rain Foundation (“GRF”) and are consistent with the exercise of the duties of care and loyalty, which require the following:

- Directors and committee members shall perform their duties in good faith, in a manner they believe to be in the best interests of GRF, and with appropriate care, including reasonable inquiry, under the circumstances.
- In relying on the opinions or reports of others, directors and committee members must act in good faith and conduct reasonable inquiry when the need for such inquiry is indicated by the circumstances.
- Before making any decision, directors and committee members should request and obtain all necessary background information and reports to promote informed decisions. They should use their own judgment in voting, and not simply follow the lead of others, or adopt the recommendations of management or staff.

The Mutuals and the members of GRF are entitled to fair, ethical, and accountable GRF leadership. Effective governance requires that members of the GRF’s Board and committee members:

- Comply with both the letter and the spirit of the rules and policies affecting the operations of GRF;
- Be independent, impartial, and fair in their judgments and actions;
- Use their positions for the good of GRF and not for personal gain; and
- Conduct meetings and deliberations openly, unless legally confidential, in an atmosphere of respect and civility.

The Board therefore adopts the following Code of Conduct for its members and for members of all committees, whether Board, advisory, standing, or ad hoc, to assure community confidence in the integrity of GRF and its effective and fair operation.

Policy:

All Board and committee members are expected to:

Perform their duties in accordance with the processes and rules of order as established by the Board.

- Respect and support majority decisions of the Board and/or their respective committees;
- Refrain from using Board or committee service for their own personal advantage or for the advantage of their family, friends, and/or associates;
- Keep confidential, all GRF confidential information;
- Disclose immediately to the Board, any perceived or real conflict of interest as soon as they have knowledge of the potential conflict, in accordance with Policy 201.2;

Approach all issues with an open mind, prepared to make the best decision for GRF;

- Refuse the acceptance of cash for any reason.
- Refuse gifts, favors, or promises of future benefits, for anything more than of nominal value, offered in connection with Board or committee services, which might compromise independence of judgement or action or give the appearance of such compromise;
- Refrain from using for private gain or personal benefit, GRF resources unavailable to the community in general such as staff time, equipment, supplies, or facilities;
- Support the maintenance of a positive and constructive work environment for GRF employees and for residents and businesses dealing with GRF;
- Refrain from abusive conduct and personal attacks upon the character or motives of other Board/committee members, the staff, or the community;
- Make every effort to attend all regular, special, and executive Board meetings and/or committee meetings;
- Prepare appropriately before all meetings, listen courteously and attentively during all meetings, and focus on the business before the Board/committee;

- Refrain from interrupting other speakers, making personal comments, or otherwise interfering with the orderly conduct of meetings;

Comply with all applicable Federal, State, and local laws and regulations in the performance of their duties.

- Exercise authority only as a Board/committee member when acting at a Board or committee meeting, or as delegated by the Board/committee or Board President;
- Refrain from retaliation, harassment or adverse consequences against persons making good faith allegations of wrongdoing;
- Refrain from using social media to harass, threaten, disparage, or discriminate against any individual.
- Do not use social media to share any GRF confidential, privileged, or copyrighted information or documents; and
- Provide a harassment, and discrimination free environment for everyone, regardless of gender, sexual orientation, disability, race, ethnicity, age, religion, physical appearance, or other legally protected status.

While conducting GRF business or affairs, sexual harassment is strictly prohibited. Such conduct includes but is not limited to the following behaviors:

- Unwelcomed physical contact of a sexual nature such as patting, pinching, or unnecessary touching;
- Overt or implied threats against an individual to induce him or her to perform sexual favors or engage in unwelcomed sexual relationships;
- Verbal harassment or abuse of a sexual nature, including intimating suggestions, making jokes or remarks of a sexual nature to, or in the presence of, an individual who finds them offensive;
- Use of sexually suggestive terms or gestures to describe an individual's body, clothing, or sexual activities; and
- Displaying, printing, or transmitting offensive sexually suggestive pictures or materials.

Enforcement:

The GRF Code of Conduct expresses standards of ethical conduct expected for members of the Board and GRF committees. Each Board and committee member shall receive a copy of this Code of Conduct annually and will be expected to abide by it.

Board and committee members are primarily responsible for assuring that ethical standards are understood and met, and that the community can continue to have full confidence in the integrity of GRF leadership.

Chairs of committees and the Board President are additionally responsible for intervening when actions of members are brought to their attention that appear to be in violation of the Code of Conduct.

If any member of the Board or any member of any GRF committee has reason to believe that a violation of the Code of Conduct that would adversely affect the best interests of GRF has occurred, he/she shall inform the accused Board/committee member of the basis for such belief at a meeting of the Board and/or committee and afford the accused Board/committee member an opportunity to respond to the allegation. Where warranted by the allegations, a hearing shall take place with the Board of Directors in executive session. A decision as to whether executive session is appropriate, shall be made in consultation with the Chief Executive Officer and if necessary, counsel.

After hearing the accused Board/committee member's response and after making further investigation as warranted by the circumstances, if a majority of the Directors/committee members determine that the accused has committed a serious violation of the Code of Conduct, the Board/committee shall take appropriate disciplinary and corrective action. In the case of a violation by a committee member such appropriate corrective action shall be limited to referring the matter for consideration by the Board.

The Board may impose sanctions on Board/committee members when their conduct does not comply with the Board's Code of Conduct, such as a reprimand, censure, loss of committee assignment or loss of Board Office.

A violation of this Code of Conduct will not be considered a basis for challenging the validity of a Board or committee decision.

Authority: Policy

4/29/10

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