

**Subject:** Code of Conduct and Ethics

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

**Purpose:**

The Mutuals and the members of Golden Rain are entitled to fair, ethical and accountable Golden Rain leadership. The effective functioning of Golden Rain governance requires that:

- Directors and committee members comply with both the letter and the spirit of the rules and policies affecting the operations of Golden Rain;
- Directors and committee members be independent, impartial and fair in their judgments and actions;
- Elected and appointed positions be used for the good of Golden Rain and not for personal gain; and
- Golden Rain deliberations and processes be conducted openly, unless legally confidential, in an atmosphere of respect and civility.

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

**Policy:**

It is the expectation that all Board/committee members will:

- Perform their duties in accordance with the processes and rules of order established by the Board and/or their respective committees.
- Respect and support the majority decision of the Board and/or their respective committees.
- Refrain from using service on the Board or a committee for his/her own personal advantage or for the advantage of his/her family, friends and/or associates.
- Keep all confidential GRF information, confidential.

- Immediately disclose to the Board/committee any perceived or real conflict of interest as soon as he/she has knowledge of the potential conflict.
- Approach all issues with an open mind, prepared to make the best decision for the Foundation.
- Refrain from accepting any gifts, favors or promises of future benefits which might compromise his/her independence of judgment or action or give the appearance of such being compromised. Under no circumstances are cash gifts appropriate.
- Refrain from using GRF resources unavailable to the community in general such as staff time, equipment, supplies or facilities, for private gain or personal purposes.
- Support the maintenance of a positive and constructive work environment for Golden Rain employees and for residents and businesses dealing with Golden Rain.
- Refrain from abusive conduct, personal charges or verbal 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 themselves for meetings; listen courteously and attentively at all meetings; and focus on the business before the Board/committee.
- Refrain from interrupting other speakers; making personal comments not germane to the business before the Board/committee; or otherwise interfering with the orderly conduct of meetings.
- Comply with all applicable laws in the performance of their duties, including but not limited to the United States and California Constitutions, and the California Civil, Corporations, Business & Professions, and Labor Codes.
- Only exercise authority as a Board/committee member when acting at a Board or Committee meeting, or as delegated by the Board/committee or Board President.

**Enforcement:**

The Golden Rain Code of Conduct expresses standards of ethical conduct expected for members of the Board and all GRF committees. Board/committee members shall receive a copy of this Code of Conduct annually and will be expected to abide by such.

Board/committee members themselves have the primary responsibility to assure that ethical standards are understood and met, and that the community can continue to have full confidence in the integrity of Golden Rain leadership.

Chairs of committees and the Board President have the additional responsibility to intervene when actions of members appear to be in violation of the Code of Conduct are brought to their attention.

If any member of the Board or any member of any GRF committee, has reason to believe that there has been a serious violation of the Code of Conduct, 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, such confrontation shall take place 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.

If after hearing the accused Board/committee member's response and after making further investigation as warranted by the circumstances, 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 reprimand or censure or loss of committee assignment or 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