

# **UNITED WAY OF SOUTHWEST MINNESOTA**

## **Code of Ethics/Conflict of Interest Policy**

### **Introduction**

The mission of the United Way of Southwest Minnesota (hereafter UWSWMN) is to unite people and resources to improve lives and strengthen the communities we serve in Lincoln, Lyon, Murray, Yellow Medicine and portions of Cottonwood, Lac qui Parle, Nobles and Redwood counties in Minnesota. Based on the unique trust placed in UWSWMN to serve the public good and to provide the best stewardship of funds entrusted to us, we have a special obligation to act ethically at all times.

This Code of Ethics/Conflict of Interest Policy defines the expectations for the ethical behavior of everyone involved in the activities of UWSWMN, including its board of directors (hereafter board), staff and volunteers. In its simplest form, ethical behavior means doing the right things for the right reasons. While no document can address all of the situations we may face, this code provides guidelines to assist in making decisions that are ethical and in accordance with applicable legal requirements.

The board shall review the Code of Ethics/Conflict of Interest Policy annually and make revisions as necessary.

### **Personal & Professional Integrity**

A personal and professional commitment to integrity in all circumstances benefits each individual as well as the organization. With respect to integrity, expectations of board members and staff are to:

- Honor the right of privacy of all people, including co-workers, contributors and beneficiaries.
- Strive to meet the highest standards of performance, quality, service and achievement in working towards the mission of UWSWMN.
- Communicate honestly and openly and avoid misrepresentation.
- Promote a working environment where honesty, open communication and a diversity of opinions are valued.
- Exhibit respect and fairness toward all those with whom contact is made.
- Promote public confidence in philanthropic institutions.

### **Accountability and Efficiency**

UWSWMN has responsibilities to its supporters, which include donors and other stakeholders. They have placed faith in UWSWMN. To uphold this trust, board members and employees will make full and fair disclosure of all relevant information to supporters, and will spend supporters' money wisely, efficiently and objectively.

### **Transparency**

UWSWMN is open and candid about its activities and operations. In addition to responding to questions, UWSWMN will regularly and broadly share relevant information with the communities served, including programs being funded, annual audit and Form 990.

### **Voluntary Giving**

The most responsive contributors are those who have the opportunity to become informed and involved. Fund raising is always conducted in a voluntary manner; coercion creates animosity, hinders communications and understanding and eventually leads to decreased support. The coercion of donors, whether real or implied, is contrary to the operating principles of UWSWMN. Giving is a personal matter and decision—no form of coercion is acceptable.

## **Diversity and Equal Opportunity**

UWSWMN is an equal opportunity employer and is committed to the principle of diversity. Diversity, which enriches our community and its neighborhoods and organizations, is valuing people without regard to race, color, creed, religion, sex, national origin, age, physical disability, mental disability, medical condition, veteran status, gender, gender identity or expression, pregnancy, childbirth, or related medical conditions, or any other basis protected by federal and/or state laws or otherwise protected by UWSWMN policy. Our ability to embrace diversity and make it an integral part of our business will enable us to serve our community more effectively. It will also help us attract new volunteers, new employees and new contributors.

## **Privacy and Confidentiality of Information**

Confidentiality is a hallmark of professionalism. UWSWMN will:

- Ensure that all information which is confidential or privileged or which is not publicly available is not disclosed.
- Ensure that all non-public information of persons or firms acquired by UWSWMN in dealing with outside firms on behalf of UWSWMN is treated as confidential and not disclosed.
- Ensure that donor lists and other information related to UWSWMN fundraising be held in confidence and not be used for any purpose external to the organization unless pre-approved by the board.

## **Acceptance of Gifts or Loans**

No member of the board, staff or volunteers of UWSWMN will accept personal gifts or loans from any actual or potential donor or current or potential agency or any third party dealing or competing with UWSWMN.

## **Use of Assets**

All assets of UWSWMN will be used only for official UWSWMN business. Use of such assets for personal reasons is prohibited.

## **Disclosure of Potential Conflict of Interest**

UWSWMN consistently follows a policy of identifying and addressing any conflict of interest or the appearance of any conflict of interest on the part of its board, staff and volunteers in funding grants, community impact work and all other matters. It is recognized that members of the board and volunteers may serve in many capacities in the partner agencies or organizations that are operated by or directly related to the partner agencies. Such roles give rise to a dual interest, which is permissible and likely beneficial to both organizations. When dual interests become conflicts of interest the mission of UWSWMN and its relationships with agencies and donors may be compromised. To avoid such conflicts of interest, the following will occur:

- No employee of UWSWMN shall serve in any official capacity with an organization that is a partner agency.
- No family member of an active UWSWMN board member shall apply for a position with and/or work for UWSWMN.
- No partner agency with which any member of the board or his/her family members are involved in any way shall receive any special consideration during the grant making process or at any other time.
- A contract or other transaction between UWSWMN and a member of its board is not void or voidable because the member is a party to the contract or is present at the meeting at which the contract or transaction is authorized, approved or ratified.
- Each member of the Board, upon commencing each term and annually thereafter, shall disclose any and all dualities of interest that may be a conflict of interest. Such disclosure shall include personal or family interests related to UWSWMN, its funded programs and/or organizations that are operated by or directly related to the partner programs. The disclosure shall be on a form adopted by the board, a copy of which is attached hereto as Appendix A. The duty to disclose is an ongoing duty. Each member of the board shall immediately disclose new dualities of interest as they arise and made need to resign from the board depending on the conflict.

- Each employee, upon commencing employment with UWSWMN and annually thereafter, shall disclose any and all dualities of interest that may be a conflict of interest. Such disclosure shall include personal or family interests related to UWSWMN, its funded programs and/or organizations that are operated by or directly related to the partner programs. The disclosure shall be on a form adopted by the board, a copy of which is attached hereto as Appendix A. The duty to disclose is an ongoing duty. Each UWSWMN employee shall immediately disclose new dualities of interest as they arise and made need to resign from their position depending on the conflict.

### **Disclosure**

UWSWMN employees and representatives are encouraged to promptly, openly and forthrightly disclose any perceived breach of the Code of Ethics/Conflict of Interest Policy or a reasonable belief that there has been financial fraud or a violation of laws. Disclosure should be made to the president & CEO or to the board chair. Any reported breach will be investigated and appropriate action taken. Confidentiality will be maintained for the employee disclosing the breach, unless the matter raises legal implications. In such instances, the employee disclosing the breach will be notified. UWSWMN will not discharge, demote, suspend, threaten, harass, or discriminate in any other way against employees solely for disclosing perceived breaches, fraud or misconduct.

### **Procedures for Addressing a Conflict of Interest**

1. An interested person may make a factual presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that result in the conflict of interest. An interested person shall not actively participate in the discussion of, or vote on, the transaction or arrangement that results in the conflict of interest, either formally at a board or committee meeting or informally through contact with individual board or committee members. In addition, the interested person should not be counted in determining whether a quorum is present for the board or committee meeting at which the transaction or arrangement that results in the conflict of interest is to be voted upon.
2. The board chair or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the board or committee shall determine whether UWSWMN can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by majority vote of the disinterested directors whether the transaction or arrangement is in UWSWMN's best interest and for its own benefit and whether the transaction is fair and reasonable to UWSWMN and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

### **Conflict or Dispute Resolution**

The board shall have the responsibility to review conduct by members of the board, employees and volunteers that violates the provision of this Code of Ethics/Conflict of Interest Policy or that could compromise the mission of the UWSWMN, and take necessary measures to correct past improper situations and prevent future inappropriate conduct.

Approved by the Board of Directors: April 19, 2021

**APPENDIX A**  
**United Way of Southwest Minnesota**  
**Code of Ethics/Conflict of Interest Policy**

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\_\_\_\_\_ I have carefully read and I understand the Code of Ethics/Conflict of Interest Policy of the United Way of Southwest Minnesota. I acknowledge that the Code of Ethics/Conflict of Interest Policy and the requirements set forth herein are necessary to ensure that my actions will not adversely affect or reflect unfavorably upon the United Way of Southwest Minnesota. I agree to adhere to the Code of Ethics/Conflict of Interest Policy and to disclose dualities of interest that exist. In addition, I agree to immediately disclose new dualities of interest as they may arise.

\_\_\_\_\_ Please note any/all affiliations or relationships that may pose a potential conflict.

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\_\_\_\_\_  
Name printed legibly

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Signature

\_\_\_\_\_  
Date