

THE UNIVERSITY OF GEORGIA FOUNDATION

CODE OF CONDUCT

October 20, 2006

The University of Georgia Foundation
Code of Conduct

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Introduction

The University of Georgia Foundation is committed to the highest ethical and professional standards of conduct in carrying out its charitable mission of managing assets and providing volunteer leadership for the long-term enhancement of the University of Georgia. This Code of Conduct describes the standards that guide the Foundation's Board of Trustees, volunteers and staff in carrying out their duties and responsibilities on behalf of the Foundation.

Defined Terms

For the purposes of this Code of Conduct:

- "Board of Trustees" means the Board of Trustees of the Foundation.
- "Code" means the Official Code of Georgia as in effect from time to time.
- "Foundation" means The University of Georgia Foundation.
- "Foundation community" means the Foundation and its trustees, employees and volunteers.
- "Foundation employees" or "employees" means (a) all individuals employed and compensated by the Foundation, (b) all individuals employed and compensated by the University which compensation from the University is reimbursed, in whole or in part, by the Foundation, and (c) all individuals employed and compensated by the University whose job responsibilities include work on behalf of the Foundation.
- "Trustees" means all members of the Board of Trustees, including those members who are officers of the Board of Trustees.
- "UGAF" means The University of Georgia Foundation.
- "University" means the University of Georgia.

Applicability

The following individuals are subject to this Code of Conduct: (1) Foundation trustees; (2) Foundation employees; (3) University employees who perform services for the Foundation; and (4) individuals who perform volunteer services for or on behalf of the Foundation. A copy of this Code shall be made available on the website of the Foundation, and in the principal office of the Foundation, and shall be furnished to all trustees, employees of the Foundation or University employees who perform services on behalf of the Foundation.

Compliance Plan

The purpose of this Code of Conduct is to express the Foundation's commitment to the lawful and ethical conduct of the Foundation's business and to promote lawful and ethical behavior by the Foundation and its trustees, employees and volunteers. This Compliance Plan, which is part of the Code of Conduct, is designed to promote:

- The ethical values and conduct described in this Code of Conduct
- Compliance with all applicable laws and regulations
- Individual accountability for compliance with the Code of Conduct
- Prompt internal reporting of violations of the Code of Conduct

Compliance with Laws and Policies

The Foundation community shall transact Foundation business in compliance with all applicable laws, Federal and State regulations and Foundation and University policies. Foundation trustees are also subject to the standards of conduct in the Code, including Section 14-3-830 of the Code relating to the standards of conduct, and Sections 14-3-860 *et seq.* relating to conflicting interest transactions. No member of the Foundation community shall take any action on behalf of the Foundation which violates any applicable law, regulation or policy. Any person who needs assistance understanding his or her obligations under this Code of Conduct and this Compliance Plan should seek advice from the Foundation's Executive Director or the Chair of the Foundation's Audit & Governance Committee.

Reporting Suspected Violations or Concerns

The Foundation's compliance efforts are focused on informing the Foundation community of the Foundation's expectations for ethical behavior in the transaction of Foundation business. Despite these efforts, violations may occur or members of the Foundation community may have concerns about matters that they are not sure represent violations. Each member of the Foundation community has a duty to report violations or concerns about violations of this Code of Conduct that come to his or her attention.

How to Report a Violation or to Discuss a Concern

Any violations, concerns or questions about this Code of Conduct should be reported to the Executive Director of the Foundation, the person charged with overseeing this Compliance Plan, or the Chair of the Foundation's Audit & Governance Committee, via telephone or in writing delivered or addressed to the Foundation at its principal office as follows:

The University of Georgia Foundation
Attention: Executive Director or Chair, Audit & Governance Committee
394 South Milledge Avenue, Suite 100
Athens, Georgia 30602
Telephone: (706) 542-6677

Reports may be made anonymously, if desired, but under no circumstances will the Foundation condone any retaliation against an individual for reporting violations or concerns pursuant to the reporting procedures of this Compliance Plan.

Responding to Concerns

The Foundation takes all concerns about possible violations of this Code of Conduct seriously and will investigate each report. If the Foundation determines there have been violations of this Code of Conduct, appropriate corrective or disciplinary action will be taken.

Public Information Policy

Introduction

One of the principal roles of the Foundation is to manage assets donated to the Foundation for the improvement of the University and in accordance with the wishes of such donors. These functions require the protection of certain information, especially information regarding individual donors or prospects, while at the same time making other information available to the public so that donors and others have assurance that the Foundation is accomplishing its charitable mission and complying with donor intent. This Public Information Policy sets out the Foundation's practices regarding disclosure of information held by it and how the Foundation will make certain information available to the public.

The Policy

It is the policy of the Foundation to facilitate public access to information regarding the mission and activities of the Foundation, except where the Foundation determines that there is a reason, consistent with law or the Foundation's purposes, to withhold such information. Information regarding the application of moneys of the Foundation provided to the University is available from the University or the Board of Regents under the Georgia Open Records Act. Certain information regarding the Foundation is available at the Foundation's office, 394 S. Milledge Avenue, Suite, 100, Athens, GA 30602-5582 or on its web site, currently located at <http://www.ugafoundation.org>. Unless compelled under applicable law, the Foundation does not disclose donors' or prospective donors' personal and financial records or other information gathered by the Foundation about donors or prospective donors, employees' personnel records, information not required to be disclosed under O.C.G.A. §50-18-72 or protected by other applicable state or federal law or information protected by the attorney-client privilege and attorney work product doctrine. Subject to applicable law, the Foundation reserves the right to protect information that in its discretion is necessary to accomplish its purposes. The following list, which is not intended to be comprehensive, contains some examples of information the Foundation protects:

- (i) information relating to assets or investments of the Foundation or to transactions involving those assets;
- (ii) information regarding donors or prospective donors;
- (iii) information regarding prospective trustees or deliberations regarding trustees;
- (iv) information regarding scholarship candidates or professors being considered for support;
- (v) information relating to real property transactions; and
- (vi) other information regarding investments of the Foundation, to the extent that it deems the release of such information to be adverse to its interest and charitable mission, or to applicable law.

Members of the Foundation community should not disclose any information to the public or to the media that is not clearly intended and prepared for the purpose of releasing such information to the public without the prior consent of the Executive Director of the Foundation,

the Chair of the Foundation or their designee. If there is any question about whether particular information is intended for public dissemination, such questions should be directed to the Executive Director of the Foundation.

Information Generally Available

Documents created, obtained or maintained in conjunction with the Foundation's mandatory filings with the Internal Revenue Service, and other federal or state agencies are available to the public unless otherwise protected by applicable law. These include:

- (1) Annual Information Return (IRS Form 990). As required by federal law, the Foundation makes available copies of its IRS Form 990 for the current and prior two years.
- (2) IRS Determination Letter. In addition to its annual filing and retention of IRS Form 990, the Foundation also makes available its federal tax determination letter relating to its exempt status.

Administrative Information

The following information regarding the Foundation is also publicly available:

- (1) Articles of Incorporation. The Foundation is a private, nonprofit corporation incorporated under Georgia's Nonprofit Corporation Code. Pursuant to the Code, the Foundation has filed its articles of incorporation with the Georgia Secretary of State. This document is available from the Secretary of State or upon reasonable request from the Foundation's Information Coordinator.
- (2) Bylaws. The Foundation's bylaws are available from the Foundation's Information Coordinator and on the Foundation's website at <http://www.ugafoundation.org>.
- (3) Minutes of the Meetings of the Foundation Board of Trustees. Generally, the meetings of the Foundation's Board are open to the public, except for limited situations where the Foundation's Board, subject to applicable law, elects to meet in executive session. Subject to applicable law, minutes of meetings of the Foundation (other than minutes of meetings in executive session) are available from the Information Coordinator upon reasonable request.
- (4) Conflict of Interest Policy. A copy of the Foundation's Conflict of Interest Policy is available from the Information Coordinator.

Financial Information

The following financial information is generally available on the Foundation's website or upon reasonable request from the Information Coordinator:

(1) Audited Financial Statements. The Foundation will make available for public inspection its audited financial statements for at least the three most recent fiscal years for which audited financial statements are available. Such audited financial statements will also be available on the Foundation's website at <http://www.ugafoundation.org> or from the Information Coordinator.

(2) Annual Report. The Foundation may produce an informational annual report for public dissemination. Copies of current annual reports are available from the Foundation's Information Coordinator.

Fundraising and Stewardship Information

Gifts made to the Foundation are summarized in the Foundation's general financial information as described above. In addition to the general information contained in those materials, the Foundation will make available for public review the following information:

(1) Gift Acceptance Policy. The Foundation has developed a policy regarding the acceptance of gifts for the benefit of the University. This policy, which provides objective procedures for analyzing and accepting gifts by the Foundation, is available from the Information Coordinator or on the Foundation's web site at <http://www.ugafoundation.org>.

(2) Guidelines for Named Gifts. The Foundation adheres to the Policies and Rules of the Board of Regents of the University System of Georgia regarding naming facilities in honor of donors. Additional information is available from the Information Coordinator. Minimum endowment levels are also accessible on the Foundation's web site at <http://www.ugafoundation.org>. Policies and Rules of the Board of Regents are available from the Board of Regents or from its website.

Foundation Investment Information

The Foundation makes the following information regarding its investments publicly available:

(1) The Foundation's Investment Policy Statement. A copy of this statement is available from the Information Coordinator.

(2) The Foundation's Investments. A summary of the Foundation's investment portfolio is made available as part of IRS Form 990, and the Foundation will make every effort to fully answer specific questions regarding Foundation investments subject to applicable law and privacy concerns. All questions regarding Foundation investments should be directed to the Information Coordinator.

Distribution of Funds Information

In distributing funds raised for the University, the Foundation acquires and generates information, including procedures, policies, information relative to specific disbursements, and information relative to the Foundation's larger relationship with the University. The following information regarding these items is available voluntarily from the Foundation:

(1) Expenditure Guidelines. The Foundation transfers funds to the University for expenditure and makes direct payments to vendors and reimbursements to certain University employees in compliance with Foundation policies and Board of Regents and University policies. Total Foundation support is reported each year to the University for further reporting to the Board of Regents. Expenditure policies can be found at <http://www.ugafoundation.org>. Information regarding the expenditure of moneys received by the University from the Foundation may also be available from the Board of Regents or the University under the Georgia Open Records Act.

(2) Administrative Services and Facilities Agreement Between the Foundation and the University of Georgia. A copy of this agreement can be obtained from the Information Coordinator for the Foundation or from the University.

Privacy Constraints

The Foundation's policy is to respect the privacy concerns of donors (including prospective donors). Unless required by applicable law, the Foundation does not disclose private information entrusted to it relating to donors or prospective donors. Examples of private information include wills, personal financial records, trust documents, and gift agreements. Only with the donor's consent does the Foundation disclose biographical information for non-university-related purposes. The type of information the Foundation does not disclose is:

(1) Private Information. The Foundation does not disclose information of a personal and sensitive nature that is not generally available from third-party sources and that, if disclosed, would violate legal or ethical obligations of the Foundation or its representatives. This information includes, but is not limited to, confidential donor information and employee personnel records.

(2) Biographical Information of Donors Who Desire Privacy. The Foundation only discloses donor biographical information for non-university related purposes after obtaining the donor's consent.

(3) Personal Information Regarding Employees. The Foundation maintains appropriate, and in many cases legally mandated, safeguards to respect the personal privacy of employees and the confidentiality of personal information about them. Thus, individual staff records and personal medical information are not disclosed unless required by law.

Review Procedures for Information Requests

It is the Foundation's goal to make reasonable accommodations for those who wish to examine publicly available information held by the Foundation.

Information Coordinator

The Executive Director of the Foundation will designate a Foundation staff member and/or its Public Affairs consultant to act as the Information Coordinator. All requests for access to information available for public review will be directed to the Information Coordinator, who will provide guidance on interpretation of this Policy and arrange for access to the requested information available for public review.

The Foundation will make every effort to assist an organization or an individual in obtaining requested information, but generally will not create lists, documents or databases or similar documents that do not exist at the time of the request. In addition, while the Foundation will make every effort to accommodate all reasonable requests for information which is not indicated above as protected, the Foundation is unable to handle blanket requests for unreasonable amounts of information.

Requests for information will be processed in the order received in a reasonable length of time. If the requested information is available on the Foundation web site, the requester will be so notified.

Cost of Producing Requested Information

If an information request requires the retrieval and reproduction of documents, a reasonable per-page fee as determined by the Foundation will be charged in most cases. All fees shall be paid by the requesting party to the Foundation prior to production of requested information by the Foundation. The per-page reproduction fee does not apply to copies of the Foundation's IRS Forms 990 and IRS Determination Letter. These documents will be available without charge at the Foundation's office or on the Foundation's web site at <http://www.ugafoundation.org>.

Documents not Covered by the Policy

To the extent the Foundation receives requests for information not accounted for in this Policy, the Executive Director will evaluate such requests within a reasonable time and determine whether the requested information can be disclosed consistent with this Policy.

Protection of Privacy

This Policy sets forth the Foundation's practices with respect to disclosure of information. To the extent it is inconsistent with federal and state law or an agreement with a donor, such law or agreement shall prevail in determining the propriety of disclosure. The Foundation further protects individual privacy rights by requiring that all Foundation trustees and staff members annually sign a disclosure of interest statement including a confidentiality agreement.

Periodic Review

The Foundation Board of Trustees will periodically review this Public Information Policy. If the Board makes changes to this Policy, it shall post the updated policy on the Foundation's web site (<http://www.ugafoundation.org>) within a reasonable time after any substantive change or amendment.

CONFLICT AND DISCLOSURE OF INTEREST POLICY

THIS CONFLICT AND DISCLOSURE OF INTEREST POLICY (this “Policy”) is written pursuant to and intended to be consistent with the provisions of O.C.G.A. § 14-3-860 et seq., (as the same may be amended from time to time, the “Statute”); however, to the extent that this Policy imposes a higher standard of conduct than any provision of the Statute, the higher standard shall govern. Capitalized terms used in this Policy shall have the meanings ascribed to such terms in the Statute and the Definitions attached hereto as Exhibit “A.”

- 1) **Procedures to Determine Whether a Conflicting Interest Exists.** In the event any Covered Person believes that he or she may have a Conflicting Interest, such Covered Person must:
 - a) Make the Required Disclosure;
 - b) Play no part, directly or indirectly, in the deliberation or vote of the Board of Trustees of the Foundation (the “Board”) with respect to the determination of whether a Conflicting Interest exists; and
 - c) Must absent himself or herself from the meeting at which the potential Conflicting Interest is discussed.

The minutes of the meeting of the Board at which the potential Conflicting Interest is discussed shall include the names of the persons who disclosed a potential Conflicting Interest, the nature of the potential Conflicting Interest and whether the Board determined there was a Conflicting Interest.

- 2) **Procedures When a Conflicting Interest Has Been Determined to Exist.** In the event any Covered Person has a Conflicting Interest, such Covered Person must:
 - a) Make the Required Disclosure;
 - b) Play no part, directly or indirectly, in the deliberation or vote of the Board with respect to such transaction; and
 - c) Must absent himself or herself from the meeting at which the potential Conflicting Interest is discussed.

In order for the Board to proceed with a Conflicting Interest Transaction, it must determine, by a majority vote of the non-interested members present, that the transaction is in the Foundation’s best interest, is for its own benefit, and is fair and reasonable to the Foundation. The minutes of the meeting of the Board at which the transaction is discussed shall include the names of the person who disclosed a Conflicting Interest and the nature of the Conflicting Interest.

- 3) **Annual Disclosure of Interests**. This Policy shall be distributed annually to each Covered Person, and each Covered Person shall complete and submit annually to the Chairman of the Foundation the Disclosure of Interest and Confidentiality Statement attached hereto.

- 4) **Violation of Conflict of Interest Procedures**. Upon learning that a Covered Person may have willfully violated the provisions of this Policy, the Audit & Governance Committee shall inform the Board who shall form a special committee to investigate such violation. Upon receipt of such committee's report, the Board (excluding the person whose actions are being investigated) shall take such corrective or remedial action as it deems appropriate, including exoneration, censure or request for resignation.

EXHIBIT “A”

DEFINITIONS

- a) “Covered Person” means each Trustee of UGA Foundation (the “Foundation”) and each officer of the Foundation.
- b) “Conflicting Interest” means the interest a Covered Person has respecting a transaction effected or proposed to be effected by the Foundation (or by a subsidiary of the Foundation or any other entity in which the Foundation has a controlling interest) if:
 - (1) Whether or not the transaction is brought before the Board of Trustees of the Foundation (the “Board”) for action, to the knowledge of the Covered Person at the Time of Commitment, the Covered Person or a Related Person is a party to the transaction and of such financial significance to the Covered Person or a Related Person that it would reasonable be expected to exert an influence on the Covered Person’s judgment if the Covered Person were called upon to vote on the transaction; or
 - (2) The transaction is brought (or is of such character and significance to the Foundation that it would in the normal course be brought) before the Board for action and, to the knowledge of the Covered Person at the Time of Commitment, any of the following persons is either a party to the transaction or has a beneficial financial interest so closely linked to the transaction and of such financial significance to that person that it would reasonably be expected to exert an influence on the Covered Person’s judgment if the Covered Person were called upon to vote on the transaction: (i) an entity (other than the Foundation or any direct or indirect subsidiary of the Foundation or any entity controlled by, controlling or under common control with the Foundation) of which the Covered Person or a Related Person is a director, general partner, agent or employee; (ii) a person that controls one or more of the entities specified in division (i) of this subparagraph or an entity that is controlled by, or is under common control with, one or more of the entities specified in division (i) of this subparagraph; or (iii) an individual who is a general partner, principal, or employer of the Covered Person or the Related Person.
- c) “Covered Person’s Conflicting Interest Transaction” means a transaction effected or proposed to be effected by the Foundation (or by a subsidiary of the Foundation or any other entity in which the Foundation has a controlling interest) respecting which a Covered Person has a Conflicting Interest.
- d) “Related Person” of a Covered Person means:

- (1) The spouse (or a parent or sibling thereof) of a Covered Person or a child, grandchild, sibling, parent (or spouse of any thereof), or an individual having the same home as the Covered Person, or a trust or estate of which an individual specified in this subparagraph is a substantial beneficiary; or
 - (2) A trust, estate, incompetent, conservatee, or minor of which a Covered Person is a fiduciary.
- e) “Required Disclosure” means disclosure by the Covered Person who has a Conflicting Interest of (1) the existence and nature of the Covered Person’s Conflicting Interest, and (2) all facts known to the Covered Person respecting the subject matter of the transaction that an ordinarily prudent person reasonably would believe to be material to a judgment as to whether or not to proceed with the transaction. Notwithstanding the foregoing, if a Covered Person has a Conflicting Interest respecting a transaction, but neither he nor a Related Person of the Covered Person is a party thereto, and if the Covered Person has a duty under law or professional canon or a duty of confidentiality to another person, respecting information relating to the transaction such that the Covered Person cannot, consistent with that duty, make a disclosure as defined in the preceding sentence, then the actions required by Section 1(a) and 2(a) of the Policy shall be sufficient for purposes of the Required Disclosure if the Covered Person discloses to other persons voting on the transaction the existence and nature of such person’s Conflicting Interest and informs them of the character of the limitations imposed by that duty prior to their vote on the transaction.
- f) “Time of Commitment” respecting a transaction means the time when the transaction is consummated or, if made pursuant to contract, the time when the Foundation (or its subsidiary or the entity in which it has a controlling interest) becomes contractually obligated so that its unilateral withdrawal from the transaction would entail significant loss, liability, or other damages.

DISCLOSURE OF INTEREST AND CONFIDENTIALITY STATEMENT

1. Name: _____
Address: _____
Profession, Business or Occupation: _____
Principal Employer or Firm: _____
Title or Position: _____

2. Identify any business relationships, transactions or contracts between the Foundation and yourself or any Related Person in which you or such Related Person have a substantial interest.

3. Identify and list any other activities in which you or a Related Person are engaged that may constitute a Covered Person’s Conflicting Interest Transaction as to the Foundation.

4. Identify the monetary value to you or any Related Person resulting from the relationships, transactions, contracts, or activities listed in response to paragraphs 2 and 3 above.

By the execution of this Disclosure of Interest and Confidentiality Statement, I hereby certify that I have received and read a copy of the Conflict and Disclosure of Interest Policy (the “Policy”) of the UGA Foundation (the “Foundation”) and that I will abide by its terms; to the best of my knowledge, the foregoing information is complete and accurate; and I will promptly report to the Chairman of the Foundation any circumstance in the future that may cause the information provided herein to be incomplete or inaccurate. All capitalized terms not defined herein shall have the meaning ascribed thereto in the Policy.

CONFIDENTIALITY STATEMENT

I hereby acknowledge that, as a Trustee of the Foundation, I have access to non-public information of the Foundation, including, but not limited to, information relating to the Foundation’s finances, business plans, policies, and other proprietary information (collectively, “Confidential Information”). I further acknowledge that the Foundation at all times is and will remain the owner of the Confidential Information, and I hereby agree, consistent with the manner in which the Foundation protects its Confidential Information, to preserve the confidentiality of all such Confidential Information. I hereby certify that I have not used the Confidential Information for my own or any Related Person’s benefit and that I have not disclosed Confidential Information to any third party without the written consent of the Foundation. Further, I hereby agree that I will not use the Confidential Information for my own or any Related Person’s benefit and that I will not disclose Confidential Information to any third party without the prior written consent of the Foundation.

Signature: _____
Date: _____