

THE RAPIDES FOUNDATION

Trustee Code of Ethics and Conduct

Statement of Ethical Principles

The Rapides Foundation is a member of the Council on Foundations and has formally adopted this organization's ethical principles, as follows:

The Council on Foundations and its members promote the highest standards of ethical behavior. In recognition of the importance of philanthropy toward the public good and those we serve, we adopt these ethical principles.

Mission: Our members are committed to the public benefit and to their philanthropic purposes and act accordingly.

Stewardship: Our members manage their resources to maximize philanthropic purposes, not private gain; and actively avoid excessive compensation and unreasonable or unnecessary expenses. They pursue maximum benefit through their work, how they work, and by supporting the work of partners, colleagues and grantees.

Accountability and Transparency: In carrying out their philanthropic activities, our members embrace both the letter and the spirit of the law. They welcome public interest, take responsibility for their actions and communicate truthfully.

Diversity and Inclusiveness: Our members seek diversity and inclusiveness in order to reflect the communities they serve and to ensure that a range of perspectives contribute to the common good and the development of their mission in a changing society.

Governance: Our members' governing bodies understand and embrace their responsibility to oversee the mission, strategic direction, finances and operations of their respective organizations, and do so honestly and with integrity. They establish clear and understandable policies and ensure that they are followed.

Respect: Members interact respectfully with grantees, colleagues, donors and peers.

Purpose

The Rapides Foundation is obligated as a charitable, tax exempt organization to maintain the public trust. The Foundation has always taken this obligation very seriously and strives to set an example for the field of philanthropy in all of its activities. Accordingly, it is incumbent upon Trustees of the Foundation to conduct the affairs of the Foundation with a commitment to the highest standards of integrity. This includes acting at all times in an honest and ethical manner, in compliance with all laws and regulations and avoiding or managing potential or actual conflicts of interest according to the established conflict of interest policies in this document. Compliance with this Code of Ethics and Conduct will sustain a culture where honest and ethical conduct is recognized, valued and exemplified throughout the Foundation.

Policies and Practices

Avoidance of Actual, Potential, or Apparent Conflicts of Interest

A potential or actual conflict of interest occurs whenever a Trustee is in a position to influence a decision that may result in a personal gain for him or herself, any other employee or an immediate family member. (For the purposes of this policy “immediate family” means a Trustee’s spouse or domestic partner, parents, siblings, children and in-laws.)

It is understood that Trustees will be involved in many important community activities and business commitments, and from time to time conflicts may arise. In certain circumstances, the Foundation may also be concerned about the appearance of a conflict of interest, even if no actual conflict has occurred. Any activities, which conflict, appear to conflict, interfere or compete with the interests of the Foundation should be avoided or properly disclosed; for disposition under the conflict of interest policy.

If a Trustee thinks that a conflict of interest exists or might arise, he or she should notify the Chairman of the Board of Trustees immediately.

Activities that are Prohibited/Discouraged:

Confidentiality – Disclosure of Information

Disclosing to others outside the Foundation or using for his or her own benefit information not generally available to the public which the Foundation or Trustee has access to by reason of his or her position, such as confidential information of a technical, financial, or business nature or other “inside information.”

Foundation Grants

The process of grantmaking is expected to be free from actual, potential, or apparent conflicts of interest. Trustees have a duty not to use their position as Trustee for personal financial gain or other personal benefit related to Foundation grants. In addition, each Trustee has a duty to disclose to the Committee they serve on, and also to the Board, the material facts of any proposed matter in which the Trustee has an actual or potential conflict of interest prior to its consideration by a Committee or the Board. If the disclosed issue is deemed an actual or apparent conflict on interest under the conflict of interest policy, the Trustee having the conflict is required to recuse him or herself from consideration of the matter, and must leave the room during its consideration. The disclosure of the conflict and the deliberation of the Trustees without participation by the interested Trustee will be reflected in the minutes.

Financial Interests

Trustees should avoid incurring any kind of financial interest or personal obligation which might affect (or appear to affect) their judgment in dealings on behalf of the Foundation with firms or individuals. Each person must examine his or her own activities and those of his or her family to disclose conditions which could create or appear to create a financial interest in respect to transactions of the Foundation.

Investments

As a general matter, the Foundation's investment decisions have been delegated by the Board to the Investment Committee, to be carried out by an Investment Advisor that is supervised by the President. The Board as a matter of practice does not make specific investment decisions. Nonetheless, Trustees have a duty not to engage in any investment activity that conflicts with the Foundation's interests and a duty not to derive personal financial benefit through the use of special knowledge or privileged information acquired through their service as Trustees. Trustees may not communicate any information known to them by reason of their position as a Trustee that has not been made public and may not at any time use such information to private advantage. No Trustee may effect any transaction in a security, or recommend such a transaction, on the basis of confidential or privileged information with respect to the Foundation's investments.

Gifts and Other Payments

Except for gifts of nominal value or meals that are in keeping with good business ethics and do not obligate the recipient, Trustees or their immediate families may not accept the following: payments, gifts, loans, services or entertainment (such as event tickets), from vendors, dealers, consultants, contractors, grantees, or non-grantees who have existing or proposed business relationships with the Foundation. Trustees and family members may accept the items listed above from these entities if the acceptance is not related to Foundation business or interests.

Service on Boards

It is understood that Trustees will be involved in important activities and worthwhile causes outside of the Foundation. The experience of Trustees who serve as directors or officers for profit and nonprofit organizations enables them to gain special knowledge about various areas of interest to the Foundation. However, serving on a nonprofit board while a Foundation Trustee creates a duality of interest that must be disclosed, should there be any grant-related or informational discussions related to that organization.

The disclosure requirements of this Code of Ethics are intended to prevent any real or apparent conflicts of interest. Trustees should avoid serving on boards that would routinely present conflicts of interest.

Political Activities

Trustees are free to engage in political activities when, in the Trustee's judgment, such activities will not conflict with their ability to carry out Foundation responsibilities. Trustees should keep in mind, when making such decisions, the potential difficulty in outside perception in distinguishing between the Trustee's personal and professional capacities.

No political activities can be conducted with the use of any Foundation resources.

Trustees may at the direction of the Board become involved in Foundation-sponsored issue advocacy. However, Trustees may not invoke The Rapides Foundation or their involvement with the Foundation in political campaigns or issues that are not sanctioned by the Foundation.

Reporting Requirements and Procedures

Meeting Agenda

As part of the permanent agenda for every meeting, the Chairman of the Board and/or the Committee Chairman shall call for the disclosure of any conflicts of interest and the attendees shall also be given an opportunity to challenge the presence of an undisclosed conflict regarding any Trustee-related matter. The minutes of all meetings of the Board shall record each announced disclosure of any conflict of interest and the abstention from voting by Trustees having a conflict of interest.

Any Trustee who is aware of an actual or potential conflict of interest with respect to any matter coming before the Board of Trustees of any Committee of the Trustees shall not participate in any discussion or be present during any vote in connection with the matter. Nor shall such Trustee advocate his or her interest in the matter informally through private contact, communication or discussion.

Disclosure Statements

In order to implement these policies, the Board of Trustees will develop disclosure statements for completion by Trustees on an annual basis. This questionnaire will be filled out annually by each Trustee, disclosing any information which may be considered a conflict of interest.

It is nevertheless each person's responsibility to report, in writing, on a current basis, any new developments as to matters included in this policy statement or in the disclosure statements.

All disclosure statements and reports shall be maintained in confidence and access to such materials shall be limited to the President, Foundation Counsel, and other persons designated by the President who have a reasonable need to know the contents or whose duties involve custody of such materials.

Compliance with this Code

Reporting Requirement and Procedures

A Trustee must promptly disclose actual or potential conflicts of interest to the Chairman of the Board of Trustees. If a Trustee thinks he or she has, or in good faith thinks another Board member has, violated any provision of this Code, that Trustee member should immediately report the suspected violation to the Chairman of the Board of Trustees.

Retaliation is Prohibited

No one reporting an actual or suspected violation of this Code or other unlawful act in good faith will be subject to retaliation of any kind. Retaliation against an individual for reporting an actual or suspected violation of this Code in good faith or for participating in an investigation of a violation is a serious offense and may lead to disciplinary action.

Knowledge of the Law

Trustees are not expected to be familiar with every law and regulation relating to this issue. When in doubt, however, it is incumbent upon each Trustee to consult with the Chairman of the Board of Trustees.

This policy statement concerns some matters which may require evaluation, judgment and analysis of the law or discretionary action. Therefore, the Board of Trustees shall be responsible for resolving any disputes, and making any interpretations issuing any opinions in respects to all matters that arise. The decisions of the Trustees shall be final. The Board of Trustees shall have the right to authorize deviations from this policy if, in their discretion, such deviations seem advisable and in the best interests of the Foundation.