



Board of Directors Code of Conduct and Conflict of Interest Statement

Adopted July 1, 2016

This code of conduct provides guidelines to Board members relating to the ethical performance of their duties as leaders in the Azusa Leaders for Learning Foundation (ALL). It is intended to promote and ensure a culture of openness, fiduciary responsibility, and accountability in foundation decision-making and operations. This code will assist members in recognizing their responsibilities, identifying and reporting potential and actual conflicts of interest, and handling ethical issues. No code or policy can anticipate every situation that may arise and directors are encouraged to exercise sound judgment and thoughtful behavior.

Directors General Duties & Conflicts of Interest

Directors are fiduciaries of ALL and owe ALL a duty of care and loyalty. The duty of care requires each director to make informed decisions in carrying out his or her role on the Board. Under the duty of loyalty, directors owe an allegiance to ALL. For this reason, in exercising powers as a director the best interests of the foundation and its donors should prevail over the interest of any individual director, donor or entity.

Directors should avoid situations that create actual or potential conflicts of interest with ALL. Any situation that involves or may reasonably be expected to involve a conflict of interest with ALL must be disclosed promptly to the Chairman of the ALL Board.

A "conflict of interest" occurs when an individual's private interest or outside economic interest interferes with or even appears to interfere with the interests of the foundation. A conflict situation can arise when a director (a) has interests that may make it difficult to perform his or her duties objectively or effectively or (b) takes actions that result in financial benefit to the director, a member of his/her immediate family, or an entity in which the director has an economic interest. In such situations, the director should make prompt and full disclosure to the Board of Directors of any personal or financial relationship that may be economically affected by a Board action or decision and if necessary excuse himself or herself from that decision or action. It is not up to the individual director on his or her own to determine whether a conflict of interest situation exists, but ultimately for the Board of Directors to evaluate and make that decision once notified.

Further, directors may not use ALL property, proprietary information, or their position for personal gain or to compete with ALL or ALL's interests as a non-profit corporation.

Confidentiality

Directors may have access to sensitive personal and private information about the foundation and its donors, members, vendors and programs. During their terms of office and after leaving the Board, each director must maintain the confidentiality of information entrusted to him or her by ALL including confidential information about donors, members or programs except when disclosure is authorized by the Board or legally required.

Compliance with Bylaws and Policies

Directors shall abide by ALL's articles of incorporation, bylaws and adopted policies. Director must exercise due diligence and bear a responsibility to know and understand those bylaws and policies.

Fair Dealing

Directors should endeavor to deal fairly and equitably with ALL's donors, members, suppliers/vendors, business partners, competitors, officers and employees. Directors should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. A director must perform his or her duties in good faith, acting honestly, free from the intention to defraud or show bias.

Non-Discrimination

Directors should perform their duties in such a way and work to ensure that ALL as a corporation does not engage in harassment or discrimination against any person upon the basis of race, color, creed, national origin, age, sex, disability, or marital status in its employment or operating practices.

Reporting Illegal or Unethical Behavior

Directors must promote ethical behavior and have an obligation to report suspected violations of laws, government regulations, rules and policies to the Chairman of the Board of Directors. Alleged violations will be investigated by the Board of Directors or its designees. The Board may take appropriate action for violations of this code, including termination of a Board member's position by a majority vote of the Board of Directors.

Protection and Proper Use of Foundation Assets

Directors should perform their duties in a manner that protects ALL's assets and ensures their efficient use. ALL assets should only be used for legitimate and approved business purposes.

Compliance and Acknowledgement of Receipt

I have read these policies and understand that the purpose of this Code of Conduct is to protect the integrity of ALL's decision-making process, promote confidence and respect in ALL's practices and operations, and preserve the reputation of ALL volunteers, directors and staff. I understand that this Code of Conduct is meant to supplement good judgment and I will respect the spirit as well as the wording in this policy document.