

Advancement | UCF Foundation, Inc.

BOARD OF DIRECTORS CODE OF CONDUCT

Policy# 3.01

Effective Date: 02/22/2023

Responsible Department: Executive

1. **PURPOSE**

The University of Central Florida Foundation, Inc. (Foundation) was formed as a not-for-profit corporation that enhances the mission and vision of University of Central Florida through its many fundraising activities. The Foundation enhances relationships with alumni, friends, faculty, staff, and community partners. The Foundation secures and manages charitable resources for the university and always acts with integrity and honesty.

2. **APPLICABILITY**

This policy applies to all members of the Foundation Board of Directors.

3. **POLICY**

In order to effectively carry out its mission, the Foundation requires the members of its Board of Directors to conduct themselves and carry out their duties in good faith and with honesty, integrity, due diligence, and reasonable competence. Board members agree to abide, in all respects, with this Code of Conduct and all other documents, rules, and regulations that govern the Foundation including but not limited to the Foundation's Certificate of Incorporation and By-laws as well as all applicable federal, state, and local laws and regulations.

Board members must act at all times in the best interests of the Foundation and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will comply with the Foundation's Conflict of Interest Policy. While the receipt of incidental personal or third-party benefit may necessarily flow from certain activities of the Foundation, such benefit must be merely incidental to the primary benefit to the Foundation and its purpose. The Foundation is exempt from taxation as a charitable organization under Internal Revenue Code Section 501(c)(3). To maintain this exemption, the Foundation cannot act for the benefit of a particular individual or entity. Such conduct, commonly referred to as "private inurement", is improper. Sanctions can include personal liability for Board members, senior officers, and the individual receiving the improper benefit. Additionally, the Foundation could lose its tax-exempt status.

Board members also agree that they:

- A. Will exercise proper authority and good judgment in their dealings with the Foundation's staff, suppliers, and the general public.
- B. Will not abuse their position by improperly using it or the Foundation staff, services, equipment, resources, or property for their personal or third-party gain or pleasure and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends.
- C. Will not engage in any outside business, professional or other activities that would materially adversely affect the Foundation.
- D. Will complete, as requested, an annual disclosure form regarding conflicts of interest and other disclosures required under applicable federal, state and local laws and regulations for a period of five (5) years after service to the Foundation has ended.
- E. Will not engage in or facilitate any discriminatory or harassing behavior directed toward the Foundation's staff, officers, and directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Foundation.
- F. Will not communicate with a member of the Board or member of a board committee regarding a matter which may come before the Board for a vote except in a public meeting noticed as provided in Florida's open meeting laws. See the attached Sunshine Law for Direct Support Organizations memo.
- G. Will not participate or intervene (including publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office on behalf of the Foundation or when acting in their official Board capacity including using their affiliation with the Foundation in such a way as to suggest or imply that the Foundation supports a particular candidate or party.
- H. Will comply with the Foundation's External Communications Policy when discussing Foundation related matters.
- I. Will not use any information provided by the Foundation or acquired as a consequence of the Director's service to the Foundation in any manner other than in furtherance of his or her Board duties.
- J. Will not misuse the Foundation property or resources and will at all times keep the Foundation's property secure and not allow any person not authorized by the Board of Directors to have or use such property.

- K. Will not persuade or attempt to persuade any employee of the Foundation to leave the employment of the Foundation or to become employed by any person or entity other than the Foundation. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Foundation to terminate, curtail or not enter into its relationship to or with the Foundation, or to in any way reduce the monetary or other benefits to the Foundation of such relationship.

4. **CLARIFICATION**

Requests for clarification of this policy should be sent to the Legal Department.

Name: Rodney M. Grabowski

Title: Senior Vice President for Advancement and Partnership and
Chief Executive Officer, University of Central Florida Foundation, Inc.

Revision history:

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