



California Preservation Foundation Board of Trustees – Code of Conduct

The Board of Trustees of the California Preservation Foundation hereby adopts the following Code of Conduct for the Board of Trustees. This code is intended to focus each trustee on areas of conflicts of interest, provide guidance relating to the recognition and handling of ethical issues, provide mechanisms to report potential conflicts or unethical conduct, and help foster a culture of openness and accountability.

Since no code or policy can anticipate every situation that may arise, this Code is intended to provide guidance for handling unforeseen situations that may arise. Trustees are encouraged to bring questions about particular situations to the attention of the Chairman of the Executive Director, President of the Board, or outside legal counsel as appropriate.

1. Conflicts of Interest.

Trustees shall avoid conflicts of interest between the trustee and CPF. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with CPF, should be disclosed promptly to the Chairman of the Executive Director, or President of the Board.

A “conflict of interest” occurs when there is a divergence between an individual’s private, personal economic relationships or interests and his/her obligations to CPF such that an independent observer might reasonably question whether the individual’s actions or decisions are determined by considerations of personal benefit, gain, or advantage rather than those of CPF. A real or apparent conflict of interest depends on the situation, and not necessarily on the character or actions of the individual. The appearance of a conflict of interest can be as damaging or detrimental as an actual conflict of interest. Thus, individuals are asked to report potential conflicts so that appearances can be separated from reality.

Some of the more common conflicts that trustees should avoid are set out below.

- Competing with CPF. CPF is a non-profit organization that generally does not compete for business contracts. However, trustees should not compete with CPF in areas in which CPF does compete for business. In an effort to avoid any business competition between trustees and CPF, CPF shall advise trustees of grants, sponsorships, and other opportunities CPF is pursuing.
- Relationships with third-parties. Trustees should not receive a personal benefit from any person or firm that is seeking to do business or to retain business with CPF. A trustee shall recuse him or herself from any Board decision involving another firm or organization with which the trustee is affiliated.
- Gifts. Trustees and members of their families should not accept gifts from persons or firms that deal with CPF where any such gift or gifts has an aggregate value of \$100 or more in any calendar year.
- Personal use of organization assets. Trustees should not use CPF assets, resources, or information except in connection with CPF business. Trustees are prohibited from using CPF’s property or information for personal gain.
- Compromising CPF’s integrity. Trustees should not engage in activity that compromises the integrity and reputations of CPF, its volunteers, staff, or trustees. Trustees are prohibited from using or disclosing confidential information for personal financial benefit or gain.



- Acceptance of trusteeships in other organizations. Trustees should inform the Executive Director of CPF prior to accepting a trusteeship or officer position with a corporation, non-profit, or other entity. Trustees should also inform the Executive Director when any members of their immediate family accept such positions. This will permit CPF to assure that no conflict exists between CPF and the other entity and to evaluate CPF's business relationship, if any, with the other entity.
- Acceptance of other positions. Trustees should inform the Executive Director prior to affiliating with a law firm or financial firm that provides services to CPF. Trustees should also notify CPF when any members of their immediate family accept such positions.

2. Confidentiality.

Trustees shall maintain the confidentiality of information entrusted to them by CPF and any other confidential information about CPF that comes to them, from whatever source, in their capacity as a trustee, except when disclosure is authorized or legally mandated.

3. Compliance with laws, rules, and regulations.

Trustees shall comply with all applicable laws, rules, and regulations applicable to CPF.

4. Encouraging the reporting of any illegal or unethical behavior.

Trustees should promote ethical behavior and take steps to ensure that CPF: (a) encourages employees to report violations of laws, rules, regulations, or CPF's Code of Conduct to appropriate personnel; (b) encourages employees to talk to appropriate personnel when in doubt about the best course of action in a particular situation; and (c) has a "whistle blower" policy that assures employees that CPF will not retaliate for reports made in good faith.

5. Handling news about the California Preservation Foundation.

Confidential information about CPF may be released only in accordance with CPF's guidelines. Contacts with news organizations should be handled through CPF's Executive Director.

6. Compliance with this Code.

Trustees should communicate any suspected violations of this Code promptly to the Chairman of the Executive Director, or the President of the Board. Violations will be investigated by the Board or by persons designated by the Board, and appropriate action will be taken in the event of any violations.



Board of Trustees

Conflict of Interest Policy

The standard of behavior at the California Preservation Foundation is that all staff, volunteers, and trustees scrupulously avoid conflicts of interest between the interests of the California Preservation Foundation on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the California Preservation Foundation's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, and trustees. Upon or before election, hiring, or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Trustee Signature

Date

Executive Director Signature

Date



California Preservation Foundation

Trustee Statement of Agreement

Name _____ Dates of Board Term _____

As a trustee of the California Preservation Foundation, I understand that my duties and responsibilities include the following:

- I am fiscally responsible, with the other trustees, for this organization. It is my duty to know what our budget is and to take an active part in planning the budget and implementing the fundraising to meet it.
- I am legally responsible to this organization. I am responsible to know and approve all policies and programs and to oversee their implementation.
- I am morally responsible for the health and well-being of this organization. As a member of the board, I have pledged myself to carry out the mission of the California Preservation Foundation. I am fully committed and dedicated to this mission.
- I will be a member of this organization in good standing at the Patron level (\$500 minimum annual contribution) or the Benefactor level (\$1,000 minimum annual contribution).
- I will make such monetary contributions as I am able in response to this organization’s fundraising appeals, whether for annual support or for specific purpose funds.
- I will actively engage in fundraising for this organization in whatever ways are best suited to me. These may include individual solicitation, special events, or writing mail appeals and the like.
- I will attend at least half of the board meetings every year and be available for phone consultation. I understand that commitment to this board will involve a good deal of time and will probably involve a minimum of 5 (five) hours per month.
- I understand no quotas have been set and no rigid standards of measurement and achievement have been formed. Every trustee is making a statement of faith about every other trustee. We trust each other to carry out the above agreements to the best of our ability, each in our own way, with knowledge, support, and approval of all. I know if I fail to act in good faith I must resign, or someone from the board may ask me to resign.

In its turn, this organization is responsible to me in a number of ways:

- I will be sent, without request, quarterly financial reports, which allow me to meet my fiscal responsibilities to the California Preservation Foundation.
- I can call on the California Preservation Foundation staff and trustees to discuss programs and policies, goals and objectives as appropriate.
- Trustees and staff will respond in a straightforward and thorough fashion to any questions I have that I feel necessary to carry out my fiscal, legal, and moral responsibilities to this organization.

Trustee Signature

Date

Executive Director Signature

Date