

# CODE OF CONDUCT



---

## Introduction

This Code of Conduct evidences the commitment of the Clemson University Foundation to the lawful and ethical conduct of the Foundation's business and is intended to promote lawful and ethical behavior and conduct by the Foundation and its directors, officers and employees and to ensure that all directors, officers and employees of the Foundation conduct the business of the Foundation and perform their functions as directors, officers and employees according to the ethical standards of the Foundation and applicable laws and regulations.

## Certain Terms

For the purposes of this Code of Conduct:

- The term "Foundation" means the Clemson University Foundation.
- The term "Board of Directors" means the Board of Directors of the Foundation: Elected, Automatic, Honorary and Ex-Officio members.
- The term "employees" means (a) all individuals employed and compensated by the Foundation, (b) all individuals employed and compensated by Clemson University whose compensation from Clemson University is reimbursed, in whole or in part, by the Foundation, and (c) all individuals employed and compensated by Clemson University whose primary employment duty is to raise funds to benefit Clemson University and whose fund-raising efforts are coordinated or directed through the Development Office of the Institutional Advancement Division of Clemson University.
- The term "officers" means all duly elected or appointed officers of the Board of Directors of the Foundation and all officers of Clemson University who conduct the business of the Foundation.
- The term "directors" means all members of the Board of Directors, including those members who are officers of the Board of Directors.

## **Compliance with Laws**

The Foundation shall conduct its activities in compliance with applicable laws and regulations. No director, officer or employee shall take any action on behalf of the Foundation that he or she knows violates any applicable law or regulation. Any director, officer or employee who needs assistance to understand his or her legal obligations should seek instruction or advice from the President & Chief Executive Officer of the Foundation and such President & Chief Executive Officer should seek instruction and advice from the Foundation's attorneys as needed.

## **Compliance with Accounting Procedures**

All funds and other assets and all transactions of the Foundation shall be recorded in the appropriate books and records of the Foundation in conformity with generally accepted accounting principles. All payments of money, transfers of property, furnishing of services and other transactions shall be reflected and accounted for in the appropriate accounting and other records of the Foundation in sufficient detail to comply with generally accepted accounting principles. In the course of compliance with audits or investigations, directors, officers and employees are required to make full disclosure of all relevant information to, and otherwise cooperate with, internal and external auditors, the Foundation's legal counsel and the Audit Committee

## **Auditing Functions**

### (a) Engagement and Oversight of Independent Auditor.

In addition to contracting for and receiving an independent audit of the Foundation's financial transactions each year, as required by the Constitution of the Foundation, the Audit Committee of the Board of Directors shall be available generally to review audit decisions and provide oversight to achieve the independence of audit decisions. The Audit Committee shall meet at least annually with the independent auditor to review the independent audit of the Foundation. A portion of such meeting shall be an executive session attended only by the independent auditor and those Audit Committee members who are not employees.

### (b) Independent Auditor Reports to Audit Committee.

The Audit Committee shall require the independent auditor to report to the Audit Committee the following:

- (i) All critical accounting policies and practices used by the Foundation that have been discussed with the officers and employees of the Foundation;

- (ii) All alternative accounting treatments of financial information, the ramifications of such alternative treatments and the treatment preferred by the independent auditor; and
- (iii) Material written communications between the independent auditor and the officers and employees of the Foundation (such as the management letter or schedule of unadjusted differences or similar communication).

(c) Non-Audit Services by Auditor.

The independent auditor shall perform only those non-audit services to the Foundation that have been approved in advance by the Audit Committee. Unless extenuating circumstances exist and the Audit Committee approves the work in advance, the independent auditor shall not perform the following non-audit services for the Foundation:

- (i) Bookkeeping or other services related to the accounting records or financial statements;
- (ii) Financial system design and implementation;
- (iii) Appraisal or valuation services, fairness opinions, or contribution-in-kind reports;
- (iv) Actuarial services;
- (v) Internal auditing outsourcing services;
- (vi) Management or human resource functions;
- (vii) Broker or dealer, investment advisor, or investment banking services; and
- (viii) Legal expert services unrelated to any audit.

(d) Annual Evaluation.

The Audit Committee shall evaluate annually the performance of the independent auditor and recommend to the Board of Directors any desired change in independent auditors or any desired rotation of independent auditor personnel responsible for auditing the Foundation.

## **Institutional Responsibility**

### **Disclosure to Directors, Officers and Employees.**

Each person offered a position as a director, officer or employee (including directors, officers and employees existing on the date of the Board of Directors' adoption of this Code of Conduct) shall be given a copy of this Code of Conduct and, by a writing substantially in the form of Exhibit A attached hereto, shall acknowledge its receipt.

(a) **Audit Committee.**

To assure the independence of the Audit Committee, no person who receives a salary, fee or other form of compensation from Clemson University or the Foundation shall be a voting member of the Audit Committee.

(b) **Certification.**

Each Annual Report of the Foundation must include a certification in the form attached hereto as Exhibit B signed by the President & Chief Executive Officer of the Foundation and the Treasurer of the Foundation.

(c) **Loans.**

The Foundation will not extend personal loans to any director, officer or employee.

(d) **Reporting Violations and Communicating Concerns.**

In furtherance of the Foundation's commitment to ethical and legal behavior, all directors, officers and employees should report to the Foundation any violations of law or ethical standards so that they may be investigated and appropriately corrected or otherwise addressed. Directors, officers and employees should also report instances where the director, officer or employee suspects, but is not certain, that a violation has occurred. Reports concerning questionable accounting or auditing matters shall be made to the Chair of the Board of Directors or the President & Chief Executive Officer of the Foundation, the Treasurer of the Foundation, or the Chairperson of the Audit Committee of the Board of Directors. Reports with respect to other matters shall be made to the President & Chief Executive Officer of the Foundation. Promptly after receipt by the Chair of the Board of Directors or the President & Chief Executive Officer of the Foundation or the Treasurer of the Foundation or the Chairperson of the Audit Committee of a report concerning any actual or apparent violation of law or ethical standard or any questionable accounting or auditing matter, the recipient of such report shall document in writing the receipt and content of such report and confirm the accuracy thereof in writing with the person making such report. The Foundation will not retaliate or discriminate for any report made in good faith by any director, officer or employee.

(e) Conflicts of Interest.

Each director, officer and employee must avoid any conflict of interest between such director, officer and employee and the Foundation. A “conflict of interest” can occur when a person’s personal interest is adverse to – or may appear to be adverse to – the interests of the Foundation as a whole. A conflict of interest also arises when a person, or a member of his or her immediate family (which shall include a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone sharing such person’s home) receives improper personal benefit as a result of his or her position as a director, officer or employee of the Foundation. Without attempting to describe all possible conflicts of interest which could develop, some common conflicts are as follows:

- Relationship of Foundation with Third Parties. Directors, officers and employees may not engage in any conduct or activities which are inconsistent with the Foundation’s best interests or that disrupt or impair the Foundation’s relationship with any person or entity with which the Foundation has or proposes to enter into a business or contractual relationship.
- Gifts. Directors, officers and employees and their families may not accept gifts from persons or entities who deal with the Foundation if any such gift has a value beyond what is normal and customary courtesy.
- Personal Use of Foundation Assets. Directors, officers and employees may not use Foundation assets or information for personal use unless approved by the Audit Committee (in the instance of a director or officer) or by the President & Chief Executive Officer of the Foundation (in the instance of an employee).

Any director or officer who has an interest in a contract, a non-passive investment or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board of Directors or such committee prior to any action on such contract or transaction by the Board of Directors or such committee. Any individual who becomes aware of a potential conflict situation involving another director or officer is encouraged to bring such potential conflict to the attention of the Board of Directors (by communication to the Board in session or to a Board member) or the applicable committee (by communication to the chairperson or any other member of the committee), since conflicts of interest may arise in varied contexts and may not be understood as a conflict by the conflicted individual. The body to which such disclosure is made shall thereupon determine, by a vote of two-thirds of the members entitled to vote, whether the disclosure shows a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transactions. Such person may be counted in determining whether a quorum is present.

## **Individual Responsibility**

The Foundation is committed to honesty, integrity and ethical conduct in all aspects of its operations. The honesty, integrity and ethical conduct of the Foundation depends on the behavior of the directors, officers and employees of the Foundation. To serve as a decision-making compass, set out below are expectations for the ethical conduct and behavior of directors, officers and employees.

- (a) In general, when acting for the benefit or on behalf of the Foundation:
  - Tell the truth and do not mislead.
  - Keep one's promises.
  - Deal fairly and ethically with everyone and afford respect to all.
- (b) Each individual has a responsibility not only to do the right thing but also to avoid behavior that can be perceived as failing to do the right thing.
- (c) Each individual has a responsibility to act in the best interests of the Foundation and avoid the appearance of a conflict of interest.
- (d) Each individual has a responsibility to uphold and promote the Foundation's commitment to provide a work environment free from harassment, intimidation and coercion based on or related to race, color, sex, religion, sexual orientation, gender, pregnancy, child birth or related medical condition, national origin, age, disability, veteran's status, genetic information, protected activity, or any other classification protected by law.
- (e) Each individual has a responsibility to represent the Foundation with dignity and in a manner which promotes respect for the Foundation and other individuals.
- (f) Each individual has a responsibility to hold in confidence all non-public information that, if disclosed, would be damaging to the best interests of the Foundation or donors to the Foundation.
- (g) Each individual is encouraged to conduct himself or herself in a fashion that honors the following principles for the benefit of donors to the Foundation:
  - 1) To be informed of the Foundation's purposes and objectives, of the way the Foundation intends to use donated resources, and of the Foundation's capacity to use donations effectively for their intended purposes.
  - 2) To have access to the Foundation's most recent financial statements.
  - 3) To take reasonable precaution that their gifts will be designated for the

purposes for which the gifts were given except as prohibited by law.

- 4) To receive appropriate acknowledgment and recognition for their gifts.
- 5) To be assured that information about their donations is handled with respect and, if requested, with confidentiality to the extent provided by law.
- 6) To be informed whether those seeking donations are volunteers, employees of the Foundation or hired solicitors.
- 7) To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.

EXHIBIT A

**ACKNOWLEDGMENT**

In accepting or continuing a position as a director, officer or employee associated with the Clemson University Foundation, I acknowledge and agree that I have received and read the Code of Conduct of the Clemson University Foundation.

Dated: \_\_\_\_\_

/s/ \_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name