

Board of Directors Code of Ethics

As a Board Member of the Madison Area Down Syndrome Society, I understand that I am here to serve the members, community, and staff of the organization through the expectations outlined in the board member responsibilities form.

I understand that I am not to use my role as a board member:

- _____ for financial gain for myself or a relative
- _____ to advance a personal agenda or meet a personal need
- _____ to be in "control" of the organization or its employees

I understand that my role is one of stewardship. As a steward of this organization's mission and overall viability, I seek open dialogue with other key stakeholders, including staff, members, volunteers, donors, and community members. I will use dialogue and skillful discussion in conversations about the organization's business, policies, values, or future direction. I understand that I am part of an ongoing process of growth and learning, as are all other stakeholders in the organization.

I understand that my solutions may not be the only, or the right, solutions for this organization, but know that raising questions that bring the group to mutually agreed upon directions and actions is expected of me.

If problems or concerns arise, I will address these openly, within the organization's communication protocols.

I will respect the organization's mutually agreed upon values and mission and make all decisions within the context of mission and values.

Signed

Dated

Approved unanimously by MADSS Board 2/18/08

Madison Area Down Syndrome Society
Policy on Board and Volunteer Conduct

MADSS recognizes the unique nature of our organization and events as primarily casual and informal. While we strive to provide a system of support that is comfortable and accessible to our members, volunteers, and associates, we must also be aware of the image of MADSS that our staff presents to the larger community.

MADSS Board members and volunteers are expected to give careful consideration to this image when involved in MADSS events, meetings, and other activities.

When engaged in any MADSS related activities, whether social, administrative or programmatic, MADSS board members and volunteers must be aware that they are representatives of the larger organization. Effort should be taken to avoid sharing of sensitive information and to project the positive and team-oriented approach to which MADSS strives.

Board members are expected to adhere to all MADSS Position Statements when representing or speaking for the organization.

Approved 1/15/2007 MADSS Board

**Madison Area Down Syndrome Society
CONFLICT OF INTEREST POLICY**

Article I

Purpose

The purpose of the conflict of interest policy is to protect the interest of the Madison Area Down Syndrome Society (MADSS) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of MADSS (henceforth referred to as "the Organization") or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest for nonprofit and charitable organizations.

**Article II
Definitions**

1. Interested Person

Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Article III
Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, and any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Madison Area Down Syndrome MADSS Whistleblower Policy

Introduction.

As representatives of the Madison Area Down Syndrome MADSS (MADSS), staff members, volunteers and committee members shall conduct business in a lawful, ethical and professional manner. This policy identifies procedures to be followed when those practices are not followed.

Purpose.

The Staff and Board members representing MADSS, as stewards of MADSS funds, shall:

- a. Investigate allegations of suspected improper use of MADSS resources.
- b. Establish basic principles to conduct business to avoid even the appearance of improper behavior.
- c. Promote open, honest and accountable management of MADSS resources.
- d. Maintain the highest standards of personal and institutional integrity while maintaining the reputation of MADSS.

Definitions.

The following definitions shall apply:

- a. Improper MADSS activities: Any activity by representatives of MADSS or its staff that is:
 1. In violation of any state or federal law or regulation, including, but not limited to, corruption, malfeasance, bribery, theft of MADSS property, fraudulent claims, fraud, coercion, conversion, malicious prosecution, misuse of MADSS property or willful omission to perform duty, or
 2. Economically wasteful, or involves gross misconduct, incompetence, or inefficiency.
- b. Protected disclosure: A good-faith communication that may evidence an improper MADSS activity or a health or safety concern where the disclosure is made for the purpose of remedying that condition. A protected disclosure is an official whistleblower complaint and provides protection from later retaliation.
- c. Illegal Order: Any directive to violate or assist in violating a law, rule, or regulation or any order to work in conditions that would unreasonably threaten the health or safety of staff or the public. An example of an illegal

order might be a manager directing an employee to process inappropriate and illegal payments.

- d. Whistleblower: A person or entity making a protected disclosure is commonly referred to as a whistleblower. Whistleblowers may be national office staff members, committee members, vendors, contractors or any person representing MADSS's interests.

The whistleblower's role is as a reporting party. Whistleblowers are not investigators or finders of fact, nor do they determine the appropriate corrective or remedial action.

Whistleblowers may file complaints anonymously.

- e. Whistleblower Coordinator: Responsible for receiving complaints and ensuring appropriate referral to members of the Executive Committee.

Reporting Responsibilities and Authority.

Whistleblower.

While protected disclosures may be made to any supervisor, manager or other person in authority, MADSS encourages all such issues to be referred to MADSS' Board Chair or Executive Director.

1. Managers and other responsible authorities are expected to report any such allegations to the Executive Committee.
2. Complaints and allegations against the Executive Committee shall be reported to the MADSS Executive Director.
3. Allegations against MADSS staff shall be reported to the staff person's direct supervisor or, alternatively, to the chair of the MADSS Board.

The Executive Committee is responsible for:

1. 1. Informing appropriate MADSS officials of allegations.
2. 2. Ensuring proper reporting occurs as required by law and policy.
3. 3. Ensuring proper resources are brought to bear to cause timely and thorough review of allegations.
4. 4. Ensuring proper investigative channels are used.
5. 5. Ensuring there are no conflicts of interest in specific investigations.

6. 6. Facilitating and coordinating communications across investigative channels.
7. 7. Monitoring progress of investigations.
8. 8. Providing and coordinating advice on corrective or remedial actions.

Staff are expected to:

2. Document oral reports with a written transcription. Internal communications regarding allegations of improper MADSS activities should be put in writing.
3. Consult with the Whistleblower coordinator to make a determination, if the manager is not certain that an issue is appropriate for referral or reporting.
4. Ensure that subordinate supervisors are aware of and comply with this policy.

Finance Committee.

The Board Chair will make an annual report to the Finance Committee on any whistleblower activity that:

1. Represents a significant internal control or policy deficiency that is likely to exist at other units or across MADSS.
2. May receive media or other public attention.
3. Involves the misuse of MADSS resources or creates exposure to a liability of at least \$25,000.
4. Involves a significant threat to the health and safety of employees or the public.
5. Is significant or sensitive for other reasons.
6. Alleges an improper activity by the president, the Whistleblower Coordinator or other senior executives.

Whistleblower Coordinator.

The Whistleblower Coordinator shall be the Board Chair or other party as named by the Board of Directors. The Whistleblower Coordinator will:

- a. Determine if the complaint warrants further investigation internally or externally.

- b. Assign the case to the appropriate staff members and leadership officials, based on the individual circumstance of each complaint.
- c. Any appeals resulting from the decision-making of the Whistleblower Coordinator shall be handled by MADSS Audit Committee.

VII. Rights and Responsibilities of Individuals.

A whistleblower's right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the allegations or ensuing investigation.

- a. Whistleblowers, generally, will be informed of the outcome of their complaint.
 - 1. Whistleblowers must provide complete and accurate information and have a reasonable belief that improper activity has occurred.
 - 2. Intentional filing of a false report is, in itself, an improper MADSS activity upon which MADSS has the right to act.
 - 3. Whistleblowers shall not obtain evidence for which they do not have a right of access.
 - 4. Whistleblowers should be prepared to be interviewed by internal or external investigators.
- b. Investigators Rights and Responsibilities.
 - 1. Whistleblower investigations should be conducted after preliminary consideration shows that the allegation, if true, constitutes an improper activity or use of MADSS resources and is accompanied by information specific enough to be investigated or includes or directly points to corroborating evidence that can be pursued.
 - 2. Investigators will derive their authority and access rights from MADSS policy when acting within the course and scope of their responsibilities.
 - 3. Investigators must have competency in the area under investigation or a competent investigator will be named.
 - 4. Investigators have a duty of fairness, objectivity thoroughness, ethical behavior and observance of legal and professional standards.

- c. Subjects of Investigations Rights and Responsibilities.
 - 1. Identification of subjects will be confidential to the extent possible given the legitimate needs of law and the investigation.
 - 2. Subjects will be informed of a formal investigation and have opportunities for input during the investigation.
 - 3. Subjects have a duty to cooperate that shall not infringe upon self-incrimination protections in criminal cases.
 - 4. Subjects have a right to consult with a person of their choice, including legal representative.
 - 5. During investigations a staff member may be placed on an administrative leave or investigatory leave when it is determined that such a leave would serve the best interests of the staff member, MADSS, or both.
 - 6. Such a leave is not to be interpreted as an accusation or conclusion of guilt or innocence of any individual including the person on leave.

- d. Investigation Participants Rights and Responsibilities.
 - 1. MADSS staff members who are interviewed, asked to provide information or otherwise participate in an investigation have a duty to fully cooperate with MADSS's authorized investigators.
 - 2. Participants should refrain from discussing investigations or testimony with those not connected to the investigation.
 - 3. Confidentiality requests by participants will be honored to extent possible within the legitimate needs of law and the investigation.
 - 4. Participants are entitled to protection from retaliation for having participated in an investigation.

Recommended Steps.

All MADSS staff members and committee members must work together to ensure that the business of MADSS is conducted with the highest professional and ethical standards. In situations where there is uncertainty:

- a. Make sure the Whistleblower has all the facts.

- b. Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable the Whistleblower to focus on the specific question and provide responses. Use your judgment and common sense.
- c. Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- d. Discuss the problem with your supervisor, the Whistleblower Coordinator, or any member of management or the legal staff. This is the basic guidance for all situations. In many cases, these individuals will be more knowledgeable about the issues and will appreciate being brought into the decision-making process. It is our joint responsibility to help solve problems.
- e. Seek help from MADSS resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, talk with the Whistleblower Coordinator, any member of management, or the legal staff.
- f. You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity is kept secret, your anonymity will be protected to the extent possible. MADSS does not permit retaliation of any kind against employees for good-faith reports of ethical violations.
- g. Ask first, act later: If you are unsure of what to do in any situation, always seek guidance before you act.

Retaliation Protection.

Individuals who make protected disclosures shall not be retaliated against in any manner and are protected from such acts. An MADSS staff member may not:

- a. Retaliate against another staff member or applicant for employment who has made a protected disclosure or who has refused to obey an illegal order.
- b. Directly or indirectly use or attempt to use the official authority or influence of his or her position or office for the purpose of interfering with the right of applicant or staff member to make a protected disclosure.

Approved unanimously by MADSS Board of Directors 2/18/2008