

Trellis Foundation

Code of Conduct

Overview

The Trellis Foundation (“Foundation”) is committed to the public good, responsible stewardship of resources, and the highest ethical standards. This Code of Conduct (“Code”) does not cover every issue that may arise, but it sets out basic principles to guide employees, officers and the members of the Board of Directors of the Foundation (each a “Director” and collectively, the “Directors”). Employees, officers and the Directors of the Foundation who believe a breach of the Code has taken place should follow the procedures described below in *Section IX*.

The Foundation expects ethical conduct from everyone affiliated with the Foundation. Those who violate the standards in this Code will be subject to disciplinary action, which may include termination.

Code

I. Personal and Professional Integrity

All employees, officers and the Directors of the Foundation will act with honesty, integrity and openness in working toward the Foundation’s mission. All employees, officers and the Directors of the Foundation will act in accordance with the highest standards of professional conduct. The Foundation promotes a working environment that values respect, fairness and integrity.

II. Mission

The Foundation has a clearly stated mission and purpose, as approved by the Directors. All of its programs support that mission and all who work for or on behalf of the Foundation, including employees, officers and Directors, are expected to understand that mission and purpose and that all written and oral statements made accurately reflect the mission and purpose.

III. Governance

The Foundation has a Board of Directors that is responsible for setting the mission and strategic direction of the Foundation and oversight of the finances, operations and policies of the Foundation. The Board of Directors of the Foundation:

- Ensures that its Directors have the requisite skills and experience to carry out their duties and fulfill their governance duties acting for the benefit of the Foundation and its purpose;
- Has a conflict-of-interest policy that ensures that any conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure, recusal or other means and all employees, officers and the Directors of the Foundation shall disclose to the Foundation all conflicts or potential conflicts of interest that they may have with respect to

the Foundation by completing and executing an Annual Disclosure Statement of Conflicts of Interest;

- Ensures that the President & CEO and appropriate employees provide the governing body with timely and comprehensive information so that the Directors can effectively carry out their duties;
- Ensures that the Foundation conducts all transactions and dealings with integrity and honesty;
- Ensures that the Foundation promotes working relationships with Directors, employees and grantees that are based on mutual respect, fairness and openness;
- Ensures that the Foundation is fair and inclusive in its selection and recruitment of its Directors and in the hiring and promotion policies and practices for all employee positions;
- Ensures that policies of the Foundation are in writing, clearly articulated and officially adopted;
- Ensures that the resources of the Foundation are responsibly and prudently managed; and
- Ensures that the Foundation has the capacity to carry out its programs effectively.

IV. Legal Compliance

The Foundation employees, officers and Directors of the Foundation are expected to comply with all applicable local, state, and federal laws and regulations, both in letter and spirit.

V. Responsible Stewardship

The Foundation manages its funds responsibly and prudently. The Foundation's employees, officers and Directors ensure that:

- An adequate amount is spent on administrative expenses to ensure effective accounting systems, internal controls, competent employees and other expenditures critical to professional management;
- Employees compensation is reasonable and appropriate;
- Draws from endowment funds will be prudent;
- All spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the Foundation; and
- All financial reports are factually accurate and complete in all material respects.

VI. Openness and Disclosure

The Foundation provides comprehensive and timely information to the public, the media and all stakeholders and is responsive in a timely manner to reasonable requests for information. All information about the Foundation will be complete and accurate in all material respects. Informational data about the Foundation that is required to be disclosed pursuant to federal or state law will be available to the public.

VII. Inclusiveness and Diversity

The Foundation promotes inclusiveness in its employees, officers and Directors in order to enrich its programmatic effectiveness. The Foundation promotes inclusiveness in hiring, retention, promotion, Director recruitment and constituencies served.

VII. Grantmaker Guidelines

With respect to grantseekers to the Foundation, the Foundation is committed to being:

- Respectful of applicants' agendas and priorities;
- Open and accessible;
- Available to share its experience and knowledge;
- Pragmatic in the face of change or unusual circumstances;
- Empowering for nonprofit employees and volunteers;
- Clear and timely in communications;
- Consistent in its encouragement of diversity in boards, employees and people served; and
- Fair and respectful.

IX. Confidentiality and Privacy

All employees, officers and Directors of the Foundation shall keep confidential all confidential information obtained by such employees, officers and the Directors of the Foundation unless required to disclose such confidential information to comply with state, federal or local laws and regulations. The Foundation will protect the privacy of its employees and disclose information about them as permitted or required by law and/or only with their expressed, written permission.

X. Training

Employee:

Each employee will receive initial training on the Code as part of the orientation process. They will be encouraged to ask questions throughout the training to ensure that they understand the Code. Each employee will complete and sign the Code. A copy of the Code will be maintained in their personnel file.

Directors and Officers:

Each Director and officer will be provided with a copy of the Code at the time of their initial orientation to the board. Each Director and officer will complete and sign the Code. A copy of the Code will be maintained in the board manual.

XI. Reporting Procedures

Employees, including officers, are encouraged to seek guidance from the President & CEO or a Director concerning the interpretation or application of this Code. Board members are likewise encouraged to approach the Chair of the Board or other appropriate Director. Any known or possible breaches of the Code by employees or officers should be disclosed to the Chair and/or the President & CEO. Any known or possible breaches of the Code by Directors should be disclosed to the Foundation's outside legal counsel, Tara Potts of Jackson Walker LLP, at tpotts@jw.com or 512-236-2396.