

Great Swamp Watershed Association

Code of Business Conduct and Ethics (1D) (Replacing Ethical and Legal Business Policy 01/07/2016; 2015)

Scope

This Code of Business Conduct and Ethics provides further clarification to the Ethical and Legal Business Policy, the Employee Handbook and the Roles and Responsibilities of a Trustee. It applies to all officers, Trustees, volunteers and employees. Such officers, Trustees, volunteers and employees are referred to herein collectively as the "Covered Parties."

Purpose This Code of Business Conduct and Ethics serves to (1) emphasize GSWA's commitment to ethics and compliance with the law; (2) set forth basic standards of ethical and legal behavior; (3) provide reporting mechanisms for known or suspected ethical or legal violations; and (4) help detect and prevent wrongdoing.

This document serves only as a basic guide. If confronted with ethically ambiguous situations that are not addressed in this Code, Covered Parties should (1) consult GSWA's Policies and Procedures manual, as applicable, for further specifics; and/or (2) seek advice from supervisors, administrators or other appropriate personnel.

ETHICAL STANDARDS

Compliance with Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which GSWA's ethical standards are built. Covered Parties shall comply with applicable governmental laws, rules and regulations at all levels of government in the United States. Although not all Covered Parties are expected to know the details of these laws, it is important to know enough about the applicable local, state and national laws to determine when to seek advice from supervisors, administrators or other appropriate personnel.

Confidentiality

Covered Parties must not disclose confidential information that is entrusted to them, except when disclosure is authorized by an officer of GSWA or required by laws or regulations. Confidential information includes all non-public information that might be harmful to GSWA or its landowners, partners, contractors or donors if disclosed. The obligation to preserve confidential information continues even after association with GSWA ends.

Conflicts of Interest

Covered Parties should familiarize themselves with GSWA's *Conflict of Interest Policy*, which lists prohibited activities, describes how conflicts or potential conflicts should be reported, and outlines how reports will be handled by the Board.

Corporate Opportunities

Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of organization property, information or position without the consent of the Trustees of GSWA. No Covered Party may use organization property, information or position for improper personal gain.

Fair Dealing

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Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care. Covered parties shall refrain from making negative or disparaging remarks about the organization verbally or in writing, in print or otherwise.

Covered parties and their family members are prohibited from offering or accepting cash gifts to/from anyone with whom GSWA does business. Further, no non-cash gift or entertainment should ever be offered or accepted by a Covered Party or by any family member of a Covered Party unless it (1) is consistent with customary business practices; (2) is not excessive in value; (3) cannot be construed as a bribe or payoff; and (4) does not violate any laws or regulations. Covered Parties should discuss with their supervisors, administrators or other appropriate personnel any gifts or proposed gifts that they think may be inappropriate.

Protection and Proper Use of GSWA Assets

All Covered Parties should endeavor to protect GSWA's assets including proprietary information and ensure their efficient use. Unauthorized use or distribution of this information would violate GSWA policy. It could also be illegal and result in civil or criminal penalties. Any suspected incident of fraud or theft should be immediately reported for investigation.

Reporting of Significant Accounting Deficiencies

Covered parties shall promptly bring to the attention of the Trustees any information they may have concerning (1) significant deficiencies in the design or operation of internal controls over financial reporting, which could adversely affect GSWA's ability to record, process, summarize and report financial data; or (2) any fraud, whether or not material, that involves Covered Parties who have a significant role in GSWA's financial reporting, disclosures or internal controls over financial reporting.

Timely and Truthful Public Disclosure

In reports and documents filed with or submitted to government entities by GSWA, and in other public communications made by GSWA, the Covered Parties involved in the preparation of such reports and documents shall make disclosures that are full, fair, accurate, timely and understandable.

Covered parties shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts. Covered Parties will do all that is required to avoid misleading GSWA's independent public auditors and supporters.

Waivers

There will be no waivers to this Code.

VIOLATIONS OF ETHICAL STANDARDS

Reporting Known or Suspected Violations

Covered parties are expected to disclose to the management of the organization anything that may violate this policy. In compliance with GSWA's *Whistleblower Policy*, no retaliatory action of any kind will be permitted against anyone making such a report in good faith.

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In cases where it would be inappropriate or uncomfortable to discuss an issue with a supervisor, or where you believe your supervisor has given you an inappropriate answer, express your concerns to another GSWA officer or Trustee.

If you are unsure of what to do, seek guidance before you act.

Accountability for Violations

If any GSWA Trustee believes that this Code has been violated, either directly, by failure to report a violation, or by withholding information related to a violation, the incident shall be referred to the Chair, who shall convene a meeting of the Executive Committee to gather information and discuss the incident(s), interview the party or parties involved, and issue a report on its findings to the Board of Trustees, along with recommendations for follow-up actions. All Covered Parties are expected to cooperate fully with internal investigations of misconduct. Depending on the decision of the Board, the offending Covered Party may be disciplined for non-compliance with penalties up to and including removal from office. Violations of this Code may also constitute violations of law and may result in criminal penalties and civil liabilities for the offending Covered Party and GSWA.

Agreement by Board Member, Executive Director and Director of Finance:

Each Board member, Executive Director and Director of Finance will acknowledge this policy upon joining the organization and will be obligated by way of signature indicating agreement to adhere to the policy in acting in the capacity as a Trustee, Executive Director and Finance Director of the organization.

Approved and Adopted by the Board of Trustees on the ____31st__ day of __March____, 2016.

Trustee Acknowledgment

"As a duly elected member of the Board of Trustees, Executive Director or Director of Finance of Great Swamp Watershed Association, I have read this policy and hereby agree to abide by it in all of its terms."

Trustee Name

Trustee Signature

Date