



FOUNDATION

MiraCosta College Foundation
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foundation.miracosta.edu

CODE OF ETHICAL CONDUCT POLICY

Personal and Professional Integrity

All staff, members of the Board of Directors (the “Board”), and volunteers of the MiraCosta College Foundation (the “Foundation”) are expected to act with honesty, integrity, and openness in all their dealings as representatives of the organization. The organization promotes a working environment that values respect, fairness, and integrity.

I. Mission

The mission of the Foundation is to promote the interests and the welfare of the college and secure resources that will transform student lives. The mission has been approved by the Board, in pursuit of the public good. All of its programs support that mission and all who work for or on behalf of the organization understand and are loyal to that mission and purpose.

II. Governance

The Board is an active governing body which is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the Foundation. The Board does the following:

- Ensures that its members have the requisite skills and experience to carry out their duties, and that all members understand and fulfill their governance duties acting for the benefit of the Foundation and its public 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 appropriate means.
- Ensures that the chief executive and appropriate staff provide the Board with timely and comprehensive information so that the Board can effectively carry out its duties.
- Ensures that the Foundation conducts all transactions and dealings with transparency, integrity, and honesty.
- Ensures that the Foundation promotes working relationships with Board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness, and openness.
- Ensures that policies of the Foundation are in writing, clearly articulated, and officially adopted.



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- Is responsible for engaging independent auditors to perform an annual audit of the Foundation's financial statements, and has an audit committee that is responsible for overseeing the reliability of financial reporting (usually the responsibility of the finance committee), including the effectiveness of internal control over financial reporting, reviewing, and discussing the annual audited financial statements to determine whether they are complete and consistent with operational and other information known to the committee members; understanding significant risks and exposures and management's response to minimize the risks; and understanding the audit scope, and approving audit and non-audit services.
- Ensures that the resources of the Foundation are responsibly and prudently managed.
- Ensures that the Foundation has the capacity to carry out its programs effectively.
- Ensures that the Foundation is independent from all political activity associated with the college and the Board of Trustees, by refraining from involvement in controversial campus matters and by leaving policy decisions to the Board of Trustees and the college Superintendent/President.

III. Responsible Stewardship

The Foundation manages its funds responsibly and prudently. These management practices should include the following considerations:

- Spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management.
- Knows that solicitation of funds has reasonable fundraising costs, and recognizes the variety of factors that affect fundraising costs.
- Does not accumulate excessive operating funds.
- Draws prudently from endowment funds consistent with donor intent and appropriate to fulfill the mission of the Foundation.
- Ensures that all spending practices and policies are fair, reasonable, and appropriate to fulfill the mission of the Foundation.
- Ensures that all financial reports are factually accurate and complete in all material respects.

IV. Openness and Disclosure

The Foundation staff 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 fully and honestly reflect the policies and practices of the organization. Basic informational data about the

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Foundation, such as the Form 990, shall be made available to the public. All solicitation materials accurately represent the Foundation's policies and practices and will reflect the dignity of program beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

V. Conflicts of Interest

It is the responsibility of all directors, officers, and employees to ensure that the standard of behavior at the Foundation is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the 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 the perception of conflicts of interest.

The purposes of this policy are to protect the integrity of the Foundation's decision-making process, to enable its constituencies to have confidence in its integrity, and to protect the integrity and reputations of volunteers, staff, and Board members.

Upon or before election, hiring, or appointment, Board members and staff will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. Such disclosure would include the following language: "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. This written disclosure will be kept on file and I will update it as appropriate. I understand that the purposes of this policy are to protect the integrity of the MiraCosta College 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 Board members." Please see the attached Conflict of Interest Statement.

VI. Legal Compliance

The Foundation is knowledgeable of, and complies with, all applicable laws and regulations.

VII. Program Evaluation

The Foundation regularly reviews program effectiveness and has mechanisms to incorporate lessons learned into future programs. The organization is committed to improving program and organizational effectiveness and develops mechanisms to promote learning from its activities and the field. The Foundation is responsive to changes in its field of activity and is responsive to the needs of its constituencies.



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VIII. Inclusiveness and Diversity

The Foundation has a policy of promoting inclusiveness and its staff, Board, and volunteers to reflect diversity in order to enrich its programmatic effectiveness. The Foundation takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, Board recruitment, and constituencies served.

IX. Fundraising

The Foundation solicitation of funds from the public or from donor institutions uses material that is truthful about the organization. The Foundation respects the privacy concerns of individual donors and expends funds consistent with donor intent. The Foundation discloses important and relevant information to potential donors.

In raising funds from the public, the Foundation will respect the rights of donors, as follows:

- Donors will be informed of the mission of the Foundation, the way the resources will be used, and their capacity to use donations effectively for their intended purpose. Further, donors will:
 - Be informed of the identity of those serving on the Board and that the Board will exercise prudent judgment in its stewardship responsibilities.
 - Have access to the Foundation's most recent financial reports.
 - Be assured their gifts will be used for purposes for which they are given.
 - Receive appropriate acknowledgment and recognition.
 - Be assured that information about their donations is handled with respect and with confidentiality to the extent permitted by law.
 - Be approached in a professional manner.
 - Be informed whether those seeking donations are volunteers, employees of the Foundation, or hired solicitors.
 - Be encouraged to ask questions when making a donation, and to receive prompt, truthful, and forthright answers.

X. Reporting Responsibility

It is the responsibility of all directors, officers, and employees to comply with this code of ethical conduct and to report violations or suspected violations to the Treasurer or Secretary of the Foundation in accordance with the Whistleblower Policy. The



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compliance officer will notify the sender and acknowledge receipt of a reported violation or suspected violation within five business days, unless the submission of the violation is anonymous. All reports will be promptly investigated pursuant to the Whistleblower Policy and appropriate corrective action will be taken if warranted by the investigation.

Attachment: Conflict of Interest Statement

This policy was adapted from *The Nonprofit Policy Sampler, Second Edition* by Barbara Lawrence and Outi Flynn, a publication of BoardSource, formerly the National Center for Nonprofit Boards.



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**CONFLICT OF INTEREST STATEMENT
FOR OFFICERS, DIRECTORS, AND STAFF MEMBERS**

No member of the MiraCosta College Foundation Board of Directors or staff shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation in the MiraCosta College Foundation (hereafter referred to as the Foundation). Each individual shall disclose to the Foundation any personal interest which he or she, or any member of his or her family, may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Some examples include conflicts may include stock ownership, business ownership or interest, and personal financial interest in a Foundation vendor.

Personal Gain Statement

Any member of the Foundation's Board of Directors or staff shall refrain from obtaining any list of Foundation's clients for personal or private solicitation purposes at any time during the term of their affiliation.

In addition to my service for the Foundation, at this time I am a Board member, owner, partner, and employee or own a financial interest in the following organizations:

- 1 _____
- 2 _____
- 3 _____
- 4 _____
- 5 _____

**CONFLICT OF INTEREST STATEMENT
SIGNATURE PAGE**

This is to certify that I, except with regard to carrying out my duties as an officer, director or staff member of the Foundation or as described below, am not now nor at any time during the past year been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the Foundation that has resulted or could result in financial benefit to me.
2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the Foundation.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, that I have (or have had during the past year) in the persons or organizations having transactions with the Foundation.

In addition, I hereby agree to refrain from using or sharing the MiraCosta College Foundation Board roster for business or other philanthropic purposes.

Signature_____

Date_____

Printed name_____

Source: This form was adapted from the sample Conflict of Interest policy developed by the Nonprofit Financial Center in Chicago, IL.