



UNIVERSITY OF
MARYLAND
COLLEGE PARK
FOUNDATION

CODE OF CONDUCT
UNIVERSITY OF MARYLAND COLLEGE PARK FOUNDATION
BOARD OF TRUSTEES

Preamble

The University of Maryland College Park Foundation (the “Foundation”) is organized to receive, hold, invest, manage, use, dispose of and administer property of all kinds, whether real or personal, whether given absolutely or in trust, or by way of agency or otherwise, and to make purchases, sales, expenditures, to or for the benefit of the University of Maryland, College Park (the “University”), its mission, goals, and programs, or for any or all of the educational and support activities that may be conducted by the University, by encouraging gifts of money, property, works of art, historical papers and documents, and museum specimens of educational, historical or artistic value, or alternative assets to the University; more specifically, without limiting the generality of the foregoing, to finance research work, to hold and exploit patents, to subsidize publications, to establish fellowships, to endow scholarships and other forms of student aid, and to support any of the programs, activities or services of the University. The Foundation is governed by its Board of Trustees (the “Board”) and individual board members are Trustees¹. In addition to serving as stewards of the Foundation’s assets, the Trustees are advocates and ambassadors acting on behalf of both the Foundation and the University. In furtherance of their duties, Trustees interact with the Foundation’s Administrative Officers, employees, other Trustees and donors as well as University employees, students and the general public.

The Board aims to promote and embody the Foundation’s and University’s commitments to belonging and community. The Board values representation of individuals with diverse identities and points of view, an inclusive environment for its members, and an equity-minded approach to its work and decision making. In alignment with the University, Trustees subscribe to the University's Non-Discrimination Policy, recognizing that these standards are vital to accomplishing the mission of the Foundation. Furthermore, Trustees believe that respecting and celebrating differences increases productivity, improves performance, and benefits all.

The purpose of this Code of Conduct is to ensure that every Trustee understands and adheres to the highest standards of conduct so that their actions never damage the Foundation’s or the University’s reputation for integrity.

This Code of Conduct does not attempt to address every situation that may be encountered and is not a substitute for an individual’s responsibility for exercising good judgment and common

sense but sets forth basic expectations concerning professional and personal behavior. If an individual is ever unsure about how to apply this Code of Conduct to a particular situation, that individual should ask the Foundation President, any Administrative Officer or the Chair of the Board of Trustees.

Article I

Responsibilities

Section 1. Appropriate Behavior. All Trustees are expected to:

- 1.1 Refer to and abide by the Bylaws and Policies of the Foundation;
- 1.2 Act honestly, fairly, ethically and with integrity in their actions on behalf of the Foundation and their interactions with the Foundation's Administrative Officers, employees, other Trustees and donors as well as University employees, students the general public as well as each other;
- 1.3 Behave in a professional, respectful, and courteous manner, upholding civility in all interactions while serving on behalf of the Foundation;
- 1.4 Promote the Foundation's and University's commitment to providing an inclusive environment free from harassment, intimidation, discrimination and coercion based on or related to race, sex, religion, national origin, age, disability, or any other classifications protected by law;
- 1.5 Avoid accepting gifts from vendors;
- 1.6 Report any concerns or complaints of violations of association policies to the Board Chair, or if the report involves the Board Chair, then to the Foundation President; and
- 1.7 Promote compliance and ethical behavior by example.

Section 2. Violations. Any of the following behaviors may be deemed a violation of this Code of Conduct:

- 2.1 Failure to sign the Foundation's Code of Conduct and Conflict of Interest Disclosure Form for Trustees and Administrative Officers;
- 2.2 Acting on behalf of the Foundation and/or disclosing any confidential or proprietary information, unless authorized by the Board Chair or the Board Chair's designee;
- 2.3 Willfully or repeatedly violating established Foundation policies, procedures and rules;

UMCPF Board of Trustees Code of Conduct

- 2.4 Knowingly or recklessly making false or misleading statements about the Foundation's Administrative Officers, employees or other Trustees as well as University employees or students;
- 2.5 Exhibiting conduct that is inconsistent with the goals, objectives and policies of the Foundation, including but not limited to, unlawful harassment or discrimination;
- 2.6 Misusing the Trustee's position with the Foundation for a purpose that is or gives the appearance of being motivated by the desire for private gain or advantage;
- 2.7 Using, distributing, transferring, selling, purchasing, attempting to sell or purchase, transporting, or possessing illegal drugs, weapons, explosives, or other dangerous or unauthorized materials during Foundation or University events or working hours, on the University's premises, or while acting or communicating on behalf of the Foundation or the University;
- 2.8 Damaging, destroying, or wasting property of the Foundation or University or that of another participant in any Foundation or University program or event;
- 2.9 Engaging in theft, corruption, bribery, blackmail, extortion, fraud, embezzlement, espionage, criminal conduct or dishonesty of any kind;
- 2.10 Threatening or engaging in actual physical violence; or
- 2.11 Being the subject of material media coverage for allegations of offenses involving moral turpitude.

Section 3. Substance Use. When consuming controlled substances at Foundation and University events, all Trustees shall behave in a professional, respectful and courteous manner that does not reflect adversely on their status as a Trustee. The use or possession of behavior modifying substances by individuals under the legal age or providing behavior modifying substances to underage individuals is prohibited.

Section 4. Public Communications. If any Trustee participates in print, television, radio, or social media for personal purposes, each such individual shall carefully differentiate between personal opinions and statements made on behalf of the Foundation or the University. Trustees shall not make statements on behalf of the Foundation or the University without prior authorization. All Trustees shall use good judgment about what to post and what not to post, with the understanding that even their personal statements may be widely accessible to the public and may reflect on the Foundation and the University. They shall not make any statements about the Foundation, its Trustees, Administrative Officers, employees or volunteers, or any Foundation activity that are misleading or false. All Trustees are asked to bring Foundation-related complaints or issues to the attention of the Foundation President, any Administrative Officer or the Board Chair before publishing such complaint or issue to a public platform.

UMCPF Board of Trustees Code of Conduct

Section 5. Confidential Information. The Foundation considers the records that it maintains on alumni, donors, parents, students and friends of the University to be highly confidential. Certain information maintained by the Foundation may also be subject to the Family Educational Rights and Privacy Act (FERPA) or other protections. Donor information (e.g. contact information) and philanthropic information (e.g. giving information) should not be used for personal, commercial, or political purposes. Financial information, such as the Foundation's budget, financial statements, corporate sponsorship revenues and royalty agreements are also considered confidential. In addition, there shall be no generative AI use or recording of Foundation conversations or meetings, including but not limited to committee and full board meetings. As a result, any information gained while serving as a Trustee, including information shared through meetings, conference calls or other forms of verbal, written and electronic communication, shall be considered confidential to Trustees and Administrative Officers unless otherwise noted, and may only be used for legitimate purposes of the Foundation. Any such information shall not be shared with anyone outside the Foundation without prior authorization.

Article II

Compliance with Policies

The Foundation requires every Trustee to annually read, acknowledge, and comply with this Code of Conduct and the Foundation's Conflict of Interest Policy in order to participate in any program operated by the Foundation, including but not limited to events sponsored by the Foundation. Respecting the principles and complying with these policies is a condition of each individual's participation in Foundation programs.

Any violation of this Code of Conduct may result in disciplinary action, up to and including termination of such individual's status as a Trustee, and removal from Foundation programs on a limited or indefinite basis. Each situation will be considered in light of a variety of factors, including the seriousness of the situation, the individual's history of service as a Trustee, performance record and any prior incidents. Violations of this code shall be investigated by the Board Chair, Chair of the Executive Committee, and Chair of the Committee on Trustees who shall make a recommendation to the Executive Committee on any disciplinary actions to be taken, if necessary. The Foundation reserves the right to act as it believes that the facts and circumstances dictate in accordance with Foundation Bylaws.

I certify that I have read, understand and agree to abide by the University of Maryland College Park Foundation's Code of Conduct.

Name: _____

Address: _____

Signature: _____ Date: _____