

AGRICULTURAL FOUNDATION OF CALIFORNIA STATE UNIVERSITY, FRESNO

CODE OF CONDUCT

The purpose of this Code of Conduct (hereinafter “Code”) is to guide the conduct of those acting for/on behalf of the Agricultural Foundation of California State University, Fresno (hereinafter “Ag Foundation”), which guidance will enhance the Ag Foundation’s performance in assisting the University in the attainment of its educational mission.

Specifically, this Code applies to all board members, officers, representatives, committees, affiliates of the Ag Foundation, and employees acting for/on behalf thereof (hereinafter collectively referred to as “staff”), whether full-time, part-time, or casual appointees.

1. Respect for the Law

Staff, in common with all citizens, have an obligation to observe all applicable federal, state, and local laws, regulations, ordinances, and authoritative orders, and are required to conduct themselves accordingly.

2. Respect for Persons

The Ag Foundation seeks to create an environment where all persons are treated equitably and with respect, where persons’ rights are respected and where staff are encouraged and their achievements given due recognition.

Respect for persons extends to the manner in which the individuals comprising the staff deal with one another, with employees of the university, with students, as well as members of the community. The Ag Foundation regards a staff member’s personal behavior towards and interaction with others as a vital part of the duties of their position. A collegial working environment is particularly encouraged.

3. Courtesy and Responsiveness

Staff are expected to be responsive, courteous and prompt in dealing with others, whether with other staff, employees of the university, students, or members of the community.

4. Obligations of Staff Supervising Other Staff

Individuals who supervise other staff members have special responsibilities to treat their staff members fairly and to afford them equality of opportunity, to maintain open and honest communication with them and to ensure that their staff members understand performance standards expected of them. Evaluations of staff performance must be undertaken against these standards objectively and without bias.

5. Making Fair Decisions

When making a decision, taking action of a discretionary nature or resolving a grievance which may adversely affect a person’s rights, liberties, interests or legitimate expectations, the principles of procedural fairness must be applied. Specifically, persons affected must have the opportunity to respond to allegations or assertions made and to have a decision made without bias. Decisions

must be based on considerations relevant to the matter at hand. Decisions may be accepted more readily if reasons are given.

6. Staff Must Not Unfairly Discriminate

Staff must treat other persons equitably, irrespective of age, disability (physical and mental), gender (or sex), gender identity (including transgender), gender expression, genetic information, marital status, medical condition, nationality, race or ethnicity (including color or ancestry), religion (or religious creed), sexual orientation, and veteran or military status, and other characteristics that make our community unique. Staff who in good faith report the suspected unlawful or unethical acts or omissions of others shall not be made the target of discrimination or retaliatory conduct.

7. Harassment Unacceptable

Staff must not engage in conduct that amounts to or may be perceived as sexual, racial, or gender-based harassment. Staff must not behave towards other persons in a manner that may reasonably be perceived as intimidating, overbearing or unreasonable.

8. Avoidance of Conflicts of Interest

Staff must avoid conflicts between their private interests and their staff responsibilities and must avoid situations where there is a reasonable basis for the perception of such a conflict. In this regard, staff must refrain from participating in making decisions affecting said individual's financial interests, as well as in decisions affecting another person with whom said staff member has a personal relationship (i.e., spouse, relative, close personal relationship, etc.).

A. Specific instances: A "transaction" is defined as a business arrangement whereby a party thereto provides property or services to the other in exchange for compensation. The above-referenced definition of the word "transaction" does not include gift agreements between a donor and the Ag Foundation. With specific regard to financial interests, the following transactions are absolute conflicts of interest, and are hereby proscribed:

1. A transaction between the Ag Foundation and a member of any governing board or committee thereof;
2. A transaction between the Ag Foundation and a partnership or unincorporated association of which any member of the governing board or committee of the Ag Foundation is a partner or of which he/she is the owner or holder, either directly or indirectly, of a proprietorship interest.
3. A transaction between the Ag Foundation and a corporation in which any member of a governing board or committee of the Ag Foundation is the owner or holder, directly or indirectly, of 5% or more of the outstanding common stock.
4. A transaction in which a member of the governing board or committee of the Ag Foundation is financially interested other than as specified in subsections 8(A)(1) – (3) above, and either: (i) the member fails to first disclose such interest to the governing board or committee at a public meeting of the board or committee, or

(ii) the member influences, or attempts to influence another member or members of the board or committee into entering into the transaction.

- B. Staff who are members of the governing board or a committee, have an absolute duty to disclose actual or potential conflicts of interest and all material facts related thereto, to the governing board or committee. If said member is financially interested in a potential transaction other than as specified in section 8(A) above, said transaction may be allowed if all of the following occur, and the board or committee (without involvement of the interested member) vote to approve the transaction:
1. The fact of such financial interest is disclosed to or known by the governing board or committee, and noted in the minutes thereof. Once the actual or potential conflict is disclosed or known, the financially interested person will be allowed to make a presentation to the board or committee, after which he or she shall leave the board room for discussion and prior to any voting thereon.
 2. If necessary, appointment of a person or committee to investigate the situation prior to any voting thereon, and to investigate alternatives to the proposed transaction or arrangement.
 3. Consideration of the findings of the above-referenced investigative effort and determination of the board as to whether the transaction is just and reasonable and whether it could obtain a more advantageous transaction or arrangement with an entity for which there is no actual or potential conflict of interest. If it cannot obtain a more advantageous transaction or arrangement, the board may, in its discretion, vote to approve the proposed transaction or arrangement.
- C. It is unlawful for staff to utilize any information, not a matter of public record, that is received by that person by reason of his or her employment by, or contractual relationship with, the Ag Foundation, the Trustees of the California State University, the California State University, or any other auxiliary organization of the California State University, for personal pecuniary gain, not contemplated by the terms of the employment or contract, regardless of whether the person is or is not so employed or under contract at the time the gain is realized.
- D. No employee of the University or Ag Foundation or other staff may for his or her own personal benefit purchase or use any inventory, equipment or other assets of the Ag Foundation, except on the same terms and conditions that are available to the general public and subject to the prior approval of the Executive Director.

9. Receipt of Gifts

Staff must not ask for or encourage the giving of any form of gift or benefit in connection with the performance of their duties. Receipt of gifts can be perceived as an inducement to act in a particular way, thus creating a real or apparent conflict of interest. However, a staff member may, of course, give or accept an occasional gift of nominal value (one of less than \$50 in value) that is offered in accordance with social or cultural practice.

Unless approved in advance by the Executive Director, it shall be a violation of this paragraph for any food, beverage, entertainment, or other accommodation to be paid for, or otherwise provided to, an Ag Foundation employee by a vendor who either currently does business with the Ag Foundation, or who sells goods or services of the type that the Ag Foundation may use in its business operations.

10. External Activities and Public Comment

Staff are free to engage in party-political, professional, interest group and charitable activity, provided that participation does not give rise to a conflict of interest or impede the performance of a staff member's duties. Where a staff member comments publicly in connection with party political or interest group activities, it must be made clear that such comment is made on behalf of the political party or association which they represent, and not in their capacity as members of staff of the Ag Foundation.

Public comment by staff in their capacity as private citizens is certainly permitted. In making private comment (including electronic means such as electronic mail), every effort must be made to ensure that the opinions expressed are not represented as an official view of the Ag Foundation.

11. Diligence

- A. The Ag Foundation aims to achieve the highest standards in the conduct of its business, which ultimately serves to advance the educational interests of the University. All staff contribute to the achievement of this aim when they carry out their duties honestly and to the best of their ability. In this regard, staff is expected to carry out their duties in a professional, responsible, impartial and conscientious manner, and to be accountable for their official conduct and decisions.
- B. Staff members should endeavor to maintain and enhance their skills and expertise and keep up to date the knowledge associated with their particular field or area of work. High standards of performance are expected. Staff must not allow outside work to interfere with the performance of their Ag Foundation duties.
- C. Staff must exercise due care in undertaking their activities, particularly where others will rely on advice or information offered. Staff have a duty to take reasonable care to avoid causing harm (including physical harm) to anyone. Thus, staff must actively promote safe working practices and environments for everyone using Ag Foundation facilities. In this connection, staff must ensure that the personal use of alcohol or other drugs does not affect work performance or the safety and well-being of others.
- D. Fraud, corrupt conduct or malfeasance is contrary to law and is to the detriment of the Ag Foundation, as well as ultimately to the University. Staff are therefore required to report genuinely-suspected or known fraud or corrupt conduct in accordance with section 13 hereof.
- E. Appropriate measures to ensure proper internal control with respect to Ag Foundation assets must be observed at all times. Staff members must not be assigned job duties or

allowed to engage in conduct that may compromise the maintenance of proper internal control.

12. Economy and Efficiency

Staff has a responsibility to ensure that the Ag Foundation's resources are managed effectively. In this regard, material, financial and computerized resources should only be used for Ag Foundation purposes. Though staff members may occasionally need to use Ag Foundation resources for personal reasons, such as personal telephone calls, such usage must be kept to a minimum, and must not result in additional expense to the Ag Foundation. Additionally, equipment, materials and facilities must be treated with appropriate care and secured against theft and misuse in order to ensure that the maximum level of resources are available to discharge the Ag Foundation's functions.

13. Violations of the Code

Subject to section (A) below, actual or suspected violations of this Code by any Ag Foundation staff member¹ shall be reported to the Executive Director of the Ag Foundation ("Executive Director"), or to the Director of Human Resources of the California State University, Fresno Auxiliary Corporations². If the report is made to the Director of Human Resources, he/she shall promptly inform the Executive Director of the report. The Executive Director and/or the Director of Human Resources shall then, in his or her discretion, conduct a reasonable investigation of the facts of the alleged or suspected violation(s), or appoint other competent staff who is not alleged to be involved in the violation, to conduct the same. Findings of all investigations not conducted by the Executive Director shall be reported to the Executive Director for consideration thereof and resolution of the matter. If the Executive Director, Director of Human Resources, or anyone else acting on behalf of the Ag Foundation wishes to receive assistance in conducting such investigation from any employees of the California State University, Fresno Association ("the Association") who are contracted to the Ag Foundation to perform financial or administrative services, such assistance may only be utilized after first consulting with the Executive Director of the Association. The Executive Director shall have the authority to either dismiss a staff member found to have violated this Code, or discipline said staff member in a manner which the Executive Director, in his or her discretion, deems appropriate. If the staff member alleged to have violated this Code is the Executive Director, or a member of the Board of Directors of the Ag Foundation, the allegation of the violation shall be made to Director of Human Resources, who shall promptly report the allegation to the Ag Foundation Board of Directors for investigation and resolution. Prior to such resolution, the Ag Foundation Board of Directors and/or its designee(s) shall conduct any reasonable investigation of the facts of the alleged violation as it deems appropriate. The Ag Foundation Board of Directors shall have the authority to either dismiss the staff member found to have violated this Code, or discipline said staff member in a manner in which the Ag

¹ Any allegation of impropriety against an Association employee contracted to the Ag Foundation to perform financial and/or administrative services shall be directed to the Executive Director of the Association or Director of Human Resources, in which case the investigation and resolution shall be in accordance with the Association's Code of Conduct.

² The Director of Human Resources of the California State University, Fresno Auxiliary Corporations is an employee of the Association who is contracted to perform human resources services to the Ag Foundation.

Foundation Board of Directors, in its discretion, deems appropriate. No member of the Ag Foundation Board of Directors who is alleged to be involved in the violation shall take part in the investigation or resolution of such alleged violation.

- (A) Reports of, investigations of, and resolutions of allegations of fiscal misconduct shall be administered exclusively in accordance with the University Procedures for Investigating Suspected Employee Fiscal Misconduct.

14. Whistleblower Policy

A. Staff may report any violation of the Code in accordance with section 13 hereof. The Ag Foundation encourages all staff to so report all occurrences that in good faith are reasonably believed to be violations of this Code. Any staff making such a report shall be deemed to be a “Whistleblower”. It is the intent of this provision that staff making such good faith reports (pursuant to section 13 hereof) of suspected fiscal misconduct, violations of law, or other violations of this Code shall be made to feel safe from retaliation, and shall be protected from retaliatory action as follows:

1. The Ag Foundation will use its best efforts to conduct a thorough investigation of actual or suspected violations of the Code that are reported by Whistleblowers. In this regard, the Ag Foundation will attempt to keep its discussions and actions confidential to the greatest extent possible. In the course of its investigation, the Ag Foundation may find it necessary to share information with others on a “need to know” basis. In all such circumstances, however, the Ag Foundation will use its best efforts to protect a Whistleblower against retaliation.
2. In recognition of the Ag Foundation’s intention to protect Whistleblowers from retaliation, it is the policy of the Ag Foundation that staff shall not intimidate, threaten, coerce, or attempt to intimidate, threaten, or coerce a Whistleblower (including but not limited to, threats of physical harm, loss of job, punitive work assignments, or impact on salary or wages) in retaliation for a Whistleblower reporting the actual or suspected violation. Specifically, neither the Ag Foundation, nor any person acting on behalf of the Ag Foundation shall retaliate against an employee for:
 - (a) Disclosing information, or because it is believed that the employee disclosed or may disclose information, to a government or law enforcement agency, to a person with authority over the employee or another employee who has the authority to investigate, discover, or correct the violation or noncompliance, or for providing information to, or testifying before, any public body conducting an investigation, hearing, or inquiry, if the employee has reasonable cause to believe that the information discloses a violation of state or federal rule or regulation, regardless of whether disclosing the information is part of the employee’s job duties;
 - (b) Refusing to participate in an activity that would result in a violation of state or federal statute, or a violation of or noncompliance with a local, state, or federal rule or regulation; or
 - (c) Having exercised his or her rights under sections (a) or (b) above, in any former employment.

Whistleblowers who believe they have been retaliated against may file a complaint in accordance with section 13 hereof. A reasonably believed or proven complaint of retaliation shall result in the protection of the Whistleblower. A proven complaint of retaliation shall result in a proper remedy for the Whistleblower, and the initiation of disciplinary action, up to and including dismissal, against the retaliating person.

3. Though anonymous reports of violations of the Code may be more difficult for the Ag Foundation to effectively investigate (as the Ag Foundation would be unable to have access to the Whistleblower), nothing in this section 14 is intended to prohibit or discourage the anonymous reporting of actual or suspected violations of the Code by a Whistleblower. In such circumstances, the Ag Foundation will use its best efforts to conduct a thorough investigation of the reported matter, and take appropriate actions based on its findings.

Approved: June 14, 2002
Revised: February 7, 2013
Revised: December 9, 2016