



INDEPENDENT SECTOR

Statement of Values and Code of Ethics for Nonprofit and Philanthropic Organizations

This document was drafted by a special taskforce of the INDEPENDENT SECTOR Ethics and Accountability Committee, distributed to IS members for review over a four-month period from October 2003 through January 2004, and approved by the IS Board of Directors on January 29, 2004. It constitutes the Statement of Values and Code of Ethics that IS will use for its own work. In addition, the Board of Directors of IS encourages IS members, and the field as a whole, to use this document in either drafting and adopting your own statement of values and code of ethics or, for those who have already done so, reviewing and revising, as necessary, your statement of values and code of ethics.

As stated within, IS believes that each and every organization in the independent sector should have a code of ethics. IS firmly believes that the process by which a code is adopted is as important as the code itself, and that the board and staff should be involved in developing, drafting, adopting, and implementing a statement that fits the organization's unique characteristics. Going through this process with the board and staff also begins to infuse into the culture of the organization a recognition of how important it is to address issues of values and ethics on an ongoing basis.

We encourage all organizations to set aside time in your board meeting or at a retreat to discuss in detail all aspects of an ethical code—and be sure that new board members have the appropriate orientation to understand and embrace your code of ethics and practices.

For more information, please visit www.IndependentSector.org.

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Statement of Values and Code of Ethics for Nonprofit and Philanthropic Organizations¹

Introduction

As a matter of fundamental principle, the nonprofit and philanthropic community should adhere to the highest ethical standards because it is the right thing to do. As a matter of pragmatic self-interest, the community should do so because public trust in our performance is the bedrock of our legitimacy. Donors and volunteers support charitable organizations because they trust them to carry out their missions, to be good stewards of their resources, and to uphold rigorous standards of conduct.²

Nonprofit and philanthropic organizations must earn this trust every day and in every possible way. But organizations are, at base, people, and it is up to the people of the independent sector—board members, executive leaders, staff, and volunteers—to demonstrate their ongoing commitment to the core values of integrity, honesty, fairness, openness, respect, and responsibility.

The independent sector comprises a diverse array of organizations large and small, those that make grants and those that raise funds from the public, those that operate at the community and national level and those that work outside the United States. That diversity is one of the abiding strengths of our sector. Undergirding this diversity, however, must be a common set of ethical standards.

Each organization in the independent sector should have a formally adopted code of ethics with which all of their trustees, staff and volunteers are familiar and to which they adhere. This Statement of Values and Code of Ethics for Nonprofit and Philanthropic Organizations provides a starting point for organizations to use in developing their own codes with their own constituencies.

Adherence to the law is the minimum standard of expected behavior. Nonprofit and philanthropic organizations must do more, however, than simply obey the law. We must embrace the spirit of the law, often going beyond legal requirements and making sure that what we do is matched by what the public understands about what we do. Transparency, openness and responsiveness to public concerns must be integral to our behavior.

¹ This Code is intended as a model for all organizations classified as 501(c)(3) and 501(c)(4) organizations by the Internal Revenue Service. This includes charitable nonprofit organizations; private, family, operating, community, and corporate foundations; and organizations whose primary purpose is advocacy. We call these the organizations of the independent sector.

² Much of the spirit, and some of the language, in this Code are taken from *Obedience to the Unenforceable*, first published by INDEPENDENT SECTOR in 1991 and re-released in 2002. Other helpful sources include the Code of Ethics for Museums by the American Association of Museums, the Code of Ethics of the Charles Stewart Mott Foundation, the Code of Ethics of the United Way of America, and the work of the Institute for Global Ethics. For a comprehensive listing of codes and standards for nonprofit and philanthropic organizations, see the INDEPENDENT SECTOR website at <http://www.IndependentSector.org/issues/accountability/standards.html>.

Statement of Values

Any code of ethics is built on a foundation of widely shared values. The values of the independent sector include:

- Commitment to the public good;
- Accountability to the public;
- Commitment beyond the law;
- Respect for the worth and dignity of individuals;
- Inclusiveness and social justice;
- Respect for pluralism and diversity
- Transparency, integrity and honesty;
- Responsible stewardship of resources; and,
- Commitment to excellence and to maintaining the public trust.

These values lead directly to the Code of Ethics for Nonprofit and Philanthropic Organizations that follows. The values inform and guide the actions that organizations should take in developing their policies and informing their practices.

The Code of Ethics for Nonprofit and Philanthropic Organizations

I. Personal and Professional Integrity

All staff, board members and volunteers of the organization 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.

II. Mission

The organization has a clearly stated mission and purpose, approved by the board of directors, 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. The mission is responsive to the constituency and communities served by the organization and of value to the society at large.

III. Governance

The organization has an active governing body that is responsible for setting the mission and strategic direction of the organization and oversight of the finances, operations, and policies of the organization. The governing body:

- Ensures that its board members or trustees 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 organization 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 means; and

- Is responsible for the hiring, firing, and regular review of the performance of the chief executive officer, and ensures that the compensation of the chief executive officer is reasonable and appropriate;
- Ensures that the CEO and appropriate staff provide the governing body with timely and comprehensive information so that the governing body can effectively carry out its duties;
- Ensures that the organization conducts all transactions and dealings with integrity and honesty;
- Ensures that the organization promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;
- Ensures that the organization is fair and inclusive in its hiring and promotion policies and practices for all board, staff and volunteer positions;
- Ensures that policies of the organization are in writing, clearly articulated and officially adopted;
- Ensures that the resources of the organization are responsibly and prudently managed; and,
- Ensures that the organization has the capacity to carry out its programs effectively.

IV. Legal Compliance

The organization is knowledgeable of and complies with all laws, regulations and applicable international conventions.

V. Responsible Stewardship

The organization and its subsidiaries manage their funds responsibly and prudently. This should include the following considerations:

- It spends a reasonable percentage of its annual budget on programs in pursuance of its mission;
- It spends an adequate amount on administrative expenses to ensure effective accounting systems, internal controls, competent staff, and other expenditures critical to professional management;
- The organization compensates staff, and any others who may receive compensation, reasonably and appropriately;
- Organizations that solicit funds have reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs;
- Organizations do not accumulate operating funds excessively;
- Organizations with endowments (both foundations and public charities) prudently draw from endowment funds consistent with donor intent and to support the public purpose of the organization;
- Organizations ensure that all spending practices and policies are fair, reasonable and appropriate to fulfill the mission of the organization; and,
- All financial reports are factually accurate and complete in all material respects.

VI. Openness and Disclosure

The organization 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 organization will fully and honestly reflect the policies and practices of the organization. Basic informational data about the organization, such as the Form 990, reviews and compilations, and audited financial statements will be posted on the organization's website or otherwise available to the public. All solicitation materials accurately represent the organization'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.

VII. Program Evaluation

The organization 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 organization is responsive to changes in its field of activity and is responsive to the needs of its constituencies.

VIII. Inclusiveness and Diversity

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

IX. Fundraising

Organizations that raise funds from the public or from donor institutions are truthful in their solicitation materials. Organizations respect the privacy concerns of individual donors and expend funds consistent with donor intent. Organizations disclose important and relevant information to potential donors.

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

- To be informed of the mission of the organization, the way the resources will be used and their capacity to use donations effectively for their intended purposes;
- To be informed of the identity of those serving on the organization's governing board and to expect the board to exercise prudent judgment in its stewardship responsibilities;
- To have access to the organization's most recent financial reports;
- To be assured their gifts will be used for the purposes for which they were given;
- To receive appropriate acknowledgement and recognition;
- To be assured that information about their donations is handled with respect and with confidentiality to the extent provided by the law;
- To expect that all relationships with individuals representing organizations of interest to the donor will be professional in nature;
- To be informed whether those seeking donations are volunteers, employees of the organizations or hired solicitors;

- To have the opportunity for their names to be deleted from mailing lists that an organization may intend to share; and,
- To feel free to ask questions when making a donation and to receive prompt, truthful and forthright answers.³

X. Grantmaker Guidelines

Organizations that are grantmakers have particular responsibilities in carrying out their missions.⁴ These include the following:

- They will have constructive relations with grantseekers based on mutual respect and shared goals;
- They will communicate clearly and on a timely basis with potential grantees;
- They will treat grantseekers and grantees fairly and with respect;
- They will respect the expertise of grantseekers in their fields of knowledge;
- They will seek to understand and respect the organizational capacity and needs of grantseeking organizations; and,
- They will respect the integrity of the mission of grantseeking organizations.

Process and Afterword

The Statement of Values and Code of Ethics for Nonprofit and Philanthropic Organizations was drafted by a subcommittee of the INDEPENDENT SECTOR Ethics and Accountability Committee. Its members (with affiliations at the time of their service on the subcommittee) included:

- Cass Wheeler, president and CEO, American Heart Association, *chair*
- Ed Able, president and CEO, American Associations of Museums;
- Angela Glover Blackwell, president, Policy Link;
- The Reverend J. Bryan Hehir, president, Catholic Charities USA;
- Graham Phaup, executive director, Institute for Global Ethics;
- H. Art Taylor, president and CEO, BBB Wise Giving Alliance; and,
- Bill Trueheart, president and CEO, The Pittsburgh Foundation

The final document that was approved by the IS board benefited from extensive comments from IS members. At the 2003 IS Annual Conference, review copies of the code were widely distributed and several feedback sessions were convened. In addition, IS sent the code to all members through Memo to Members and established an electronic feedback channel. As a result of all these approaches, IS received comments from approximately fifty members. These comments dramatically improved the final product.

³ These ten points are taken from A Donor Bill of Rights, developed by the American Association of Fund Raising Counsel, the Association for Healthcare Philanthropy, the Council for the Advancement and Support of Education, and the Association of Fundraising Professionals, and endorsed by INDEPENDENT SECTOR.

⁴ The Council on Foundations has a guide for grantmakers entitled Principles and Practices for Effective Grantmaking available on their website at <http://www.cof.org/Content/General/Display.cfm?contentID=156&>.

In addition, while the IS board has given its approval to this document, the Ethics and Accountability Committee and the Code of Ethics Sub-committee will continue to review and revise it, as necessary.

A code of ethics is, by necessity, general in outlining broad ethical principles. It is not a detailed set of recommended practices on a specific issue. In many cases, those more specific recommended practices are provided by existing standards by national, regional, and subsector-specific groups. (For a comprehensive list, please visit IS's Compendium of Standards, Codes, and Principles of Nonprofit and Philanthropic Organizations, <http://www.IndependentSector.org/issues/accountability.html>.) In cases where such standards do not exist or need strengthening, we plan to offer recommendations in the future. This statement of values and code of ethics is not intended in any way to duplicate or substitute for the work of organizations promoting standards of practice, but rather is intended as a model that organizations can draw from in reviewing or adopting a code of ethics.

February 3, 2004