

Code of Conduct/Conflict of Interest Policy

FOR TRUSTEES, OFFICERS, AND EMPLOYEES OF CATHOLIC CHARITIES USA

1. Scope. The following statement of policy applies to each member of the Board of Trustees, to each officer of CATHOLIC CHARITIES USA, and to all persons employed by CATHOLIC CHARITIES USA, regardless of position. Catholic Charities USA, its Board of Trustees (Board) and Staff are committed to ethical, businesslike, and lawful conduct. To ensure understanding and compliance with Catholic Charities USA standards and relevant Federal Government requirements, each member of the Board of Trustees and each Staff member will be required to read, agree to and sign the following Code of Conduct/Conflict of Interest Policy. Each Board member shall complete the Annual Conflict of Interest Statement (1) upon entry onto the Board of Trustees, (2) whenever a conflict arises or is suspected and (3) annually while a member of the Board. Each Catholic Charities USA Staff member shall sign the Annual Conflict of Interest Statement (1) at the time of hire, (2) at the time a conflict arises or is suspected and (3) annually.

2. Responsibility. All decisions of the Board, officers, and employees of CATHOLIC CHARITIES USA are to be made solely on the basis of a desire to promote the best interests of the organization and those it serves.

3. Disclosure of Conflicts With Respect to Potential Financial Transactions. In the event any financial transaction involving CATHOLIC CHARITIES USA also involves (1) a trustee, officer, employee or a member of their extended family, or (2) an organization with which any trustee, officer, or employee of CATHOLIC CHARITIES USA has any material financial interest, the trustee, officer, or employee having the affiliation or interest, at the first knowledge of the transaction shall disclose fully the precise nature of the interest or involvement.

4. Disclosure Statement. Each Board member, officer, and employee of CATHOLIC CHARITIES USA shall be required by CATHOLIC CHARITIES USA to submit a disclosure statement listing all organizations with which he or she is affiliated and describing the nature of the affiliation as defined below. In the event there is any material change in the information contained in any disclosure statement, the person who submitted it shall promptly submit written notification of the change.

A trustee, officer, or employee is deemed to be affiliated with any organization that may be potentially related to the financial operation of CATHOLIC CHARITIES USA of which he or she, or a member of his or her family (1) is a director, trustee, officer, partner, employee, or agent; or (2) receives direct financial benefit from sales or services; or (3) have a 35 percent or greater interest.

The term family shall be deemed to include an individual's spouse, children (including legally adopted children), parents, grandparents, great grandparents, siblings (whether by whole or half blood), spouse of that individual's siblings, children, grandchildren and great grandchildren and members of that individual's household.

In no way should this policy imply that trustees, officers, or employees should reveal any religious, ethnic, political, fraternal or civic affiliations.

5. Administration. All disclosures required under this policy and amendments thereto, if by trustees, shall be directed in writing to the Chairperson of the Board, or if by employees, to the President. The Chairperson of the Board and the President shall be responsible for the administration of this policy. Issues under this policy concerning trustees and officers shall be reported initially to the Chairperson of the Board for appropriate action; those concerning staff shall be referred initially to the President. Information disclosed under this policy shall be held in confidence by the persons authorized to receive and act upon it except where, in the judgment of any of such persons, the best interest of the organization requires further disclosure. This review process shall be reported annually to the Board by the Chairperson.

6. Restraint on Participation. A trustee or officer who has declared or has been found to have a conflict of interest in any proposed transaction or other matter shall refrain from participating in consideration of the proposed transaction or other matter, unless for special reasons the Board of Trustees requests information or interpretation from the person or persons involved. In the case of a trustee, he or she shall not vote on the matter in question and, if so requested by the Chairperson or any other member of the Board, shall not be present at the time of the vote. With respect to restraint on participation by staff, the President, or, where applicable, the Chairperson shall take such action as is necessary to assure that the transaction is completed in the best interests of CATHOLIC CHARITIES USA without the substantive involvement of the person who has the possible conflict of interest.

7. Advance Determinations. Any Board member who is uncertain about possible conflict of interest in any matter may request the Executive Committee to determine whether a possible conflict exists; the Executive Committee shall resolve the question by majority vote. If required, the question of potential conflict might be referred to counsel for an opinion prior to the Executive Committee vote.

Annual Conflict of Interest Statement for Trustees, Officers, and Employees of Catholic Charities USA

TO: Chairperson, Executive Committee, CATHOLIC CHARITIES USA

Check all of the following that apply (use additional sheets as needed):

1. ___ To the best of my knowledge, I, either directly or through a member of my family, am affiliated with the following organizations that may be potentially related to the financial operation of CATHOLIC CHARITIES USA: (See accompanying Policy Statement, Item 4, for definitions of “affiliated” and “family”.)

Name of Organization Description of Possible Affiliation

2. ___ To the best of my knowledge, there exist no circumstances involving me or a member of my family that may be construed as a conflict of interest within the meaning of the accompanying policy statement.

3. ___ To the best of my knowledge, there exist circumstances involving me or a member of my family that may be construed as a conflict of interest within the meaning of the policy statement, as follows (describe below):

4. ___ There may be the possibility of a potential conflict of interest as follows (describe below):

I certify the above:

Name (Printed)

Signature

Date