

## **CODE OF ETHICS**

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*Adopted by the Board of Trustees on February 26, 2019*

### **I. Statement of Values**

As an organization with “ethics” in its name, Carnegie Council for Ethics in International Affairs is built on a foundation of shared values.

This Code of Ethics statement is an expression of these shared values and the organization’s commitment to them.

Among our values are:

- Personal and Professional Integrity.
- Respect for Differences.
- Pursuit of Intellectual Excellence.
- Innovation and Resourcefulness.
- Diversity and Inclusiveness.
- Accountability and Transparency (including openness, honesty, trust).
- Loyalty to Mission.

### **II. Mission and Vision**

We empower ethics by identifying and addressing the most critical ethical issues of today and tomorrow.

The world faces unprecedented upheaval as countries and individuals retreat from multilateralism, embrace nationalism, attack democratic norms, and grapple with the impact of climate change and emerging technologies on society. At Carnegie Council, we believe that ethics is at the heart of our greatest global challenges and that by working to empower ethics, we can discover common values and interests that lead to a better future.

Founded by Andrew Carnegie over a century ago, we set the global ethical agenda and work for an ethical future by convening leading experts, building active communities, producing agenda-setting resources, and catalyzing the creation of ethical solutions to global problems.

Join us in using the power of ethics to build a better world. Carnegie Council is a nonprofit 501(c) (3) institution.

### **III. Governance**

The Board creates, and modifies when appropriate, the written governing policies of the Council. These policies include the definition of goals, financial planning, asset protection, an appropriate code of conduct, Board operations, and performance. In addition, the Board of Trustees is responsible for the hiring and regular performance review of the Executive Director.

Responsibilities include:

- The Board is responsible for setting the strategic direction of Carnegie Council. The Board, in conjunction with the Council's executive staff, defines the direction of the programs, services, and outreach efforts of the organization.
- Board members of Carnegie Council have the ultimate fiduciary responsibility for the organization and are responsible for assuring that the Council is fiscally sound and operated within procedures and policies that are sound, prudent, and ethical.
- The Board is responsible for approving the budget as well as major financial transactions, such as the incurrence of debt. The Board manages the finances and investments of the organization, through the Investment Committee.
- The Board is responsible for protecting Carnegie Council from external threats. In these circumstances, the Board is collectively responsible for stepping forward to explain and defend the Council.
- Board members advocate on behalf of Carnegie Council, helping to raise awareness of its mission. It is also important for the Board to be sensitive to the environment in which the Council operates. In that capacity, the Board is responsible for giving the organization's staff critical feedback about how policies, plans, and programs might need to change in response to a changing world.
- The entire Board reviews actions of the Executive Committee of the Board, which is empowered to act between Board meetings and under circumstances when a meeting of the full Board is not possible.

#### **IV. Law and Ethics**

Carnegie Council shall comply with all applicable federal, state, and local laws and regulations and shall seek the advice of counsel when necessary or appropriate. Compliance with the law, however, is the minimum standard of expected behavior. Carnegie Council shall also adhere to the highest ethical standards. All resolutions and other legal actions by the Board of Trustees shall satisfy two requirements: (1) they shall be legally permissible, and (2) they shall also reflect the highest ethical standards as determined by the Board of Directors in the exercise of its sole discretion.

#### **VII. Evaluation**

Carnegie Council is committed to improve, continually, its programs and its organizational quality. In addition, Carnegie Council shall periodically review its programs and incorporate lessons learned into future programs.

#### **VIII. Inclusiveness and Diversity**

Carnegie Council shall have a policy of promoting inclusiveness and its Board, staff, and volunteers reflect diversity in order to enrich its programmatic effectiveness. Carnegie Council shall take meaningful steps to promote inclusiveness in its hiring, retention, promotion, and board recruitment, and programs.

#### **VIII. Fundraising**

Funds shall be solicited in a respectful manner. Donor designated restrictions on contributions shall be honored. All contributions made to the organization are tax deductible to the fullest extent of the law. Written tax receipts shall be issued for all donations.

#### **IX. Transparency**

Carnegie Council shall respond to reasonable requests for information and provide information that may appropriately be released to the public, the media, or to all stakeholders.

The following governance documents shall be posted on Carnegie Council's website: Articles of Incorporation, Bylaws, Conflict of Interest Policy, Code of Ethics, Whistleblower Notice and Policy, and Document Management Policy, along with audited financial statements and Form 990 for the most recent three years.

#### **X. Confidentiality**

All trustees, officers, employees, and volunteers have a duty to safeguard information that is proprietary to Carnegie Council. Information about Carnegie Council that is confidential or proprietary and obtained by a trustee, officer, employee, or volunteer as a consequence of such person's association with Carnegie Council may not be disclosed to third parties unless expressly authorized by Carnegie Council.

## **XI. Complaints**

Any person, whether or not connected with Carnegie Council, may lodge a complaint of unethical conduct against a trustee, officer, employee, or volunteer of Carnegie Council by filing such complaint, written or oral, with any director or officer.

## **XII. Remedies**

Any trustee who fails to comply with this Code of Ethics may, in the discretion of the Board of Trustees, be removed from the Board in accordance with the Bylaws. If any employee or volunteer fails to comply with this Code of Ethics, that person may be put on notice or terminated, in the discretion of the Executive Director or the Board of Trustees.

## **XIII. Annual Affirmation Statement**

Carnegie Council shall provide a copy of this Code of Ethics to every trustee, officer, employee, and volunteer. Each year the Annual Affirmation Statement, attached, shall be signed by each trustee, officer, and employee, affirming that such person has received a copy of this Code of Ethics, has read and understands it, and agrees to comply with it.

Volunteers are not required to sign and submit such a Statement.

All Annual Affirmation Statements shall be submitted to the Executive Director and then filed with the minutes of the first annual meeting of the Board of Trustees.