

Code of Ethics



October 1, 2022
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Introduction

The Code of Ethics (the “Code”) of United Way of Greater Knoxville, Inc. (“UWGK”) establishes a set of basic principles to guide all employees, directors, and volunteers. We have a commitment to conduct our activities in compliance with applicable laws and regulations and in accordance with the highest ethical principles. We strive to promote and serve the public good through the trust placed in UWGK and, further, to be good stewards of community resources, grant programs, and donor contributions.

UWGK is guided by our mission to unite people and resources to strengthen communities and solve systemic issues. We value Integrity, Community, Compassion, and Results. UWGK is a nonprofit organization organized as a public benefit corporation and recognized as exempt under § 501(c)(3) of the Internal Revenue Code.

Conflicts of Interest

A conflict of interest exists when a person’s private interests may be contrary to the interests of UWGK. UWGK employees, directors, and volunteers must work to mitigate or eliminate any conflict, or appearance of conflict, between their self-interest and the employee’s responsibility to UWGK. Employees must never improperly use their position with UWGK for personal gain to themselves, their family, or any other person.

This Code does not attempt to identify all possible conflicts of interest. A conflict situation can arise when an employee takes actions or has interests (business, financial or otherwise) that may make it difficult to perform the employee’s work objectively and effectively. Conflicts of interest may also arise, for example, when an employee, director, or volunteer, or a member of such person’s family, receives improper personal financial or other benefits as a result of such person’s position at the employer, or gains personal enrichment or benefits through access to confidential information. Conflicts may also arise when an employee, director, or volunteer, or a member of such person’s family, holds a significant financial interest in a company or organization that does an important amount of business with UWGK or its affiliates (including, but not limited to providing services or receiving grants) or has outside business interests that may result in divided loyalties or compromise independent judgment. Conflicts may arise when board members and employees are related, or when a board member or family member is an officer or director of an organization that is a vendor or grantee of UWGK. Conflicts may also arise when determining how to allocate UWGK investment or grant opportunities. Finally, conflicts may arise in the context of receiving gifts and entertainment.

All UWGK employees, directors, and volunteers are required to disclose any conflicts of interest to the UWGK Chief Executive Officer or Chair of the UWGK Board of Directors. Further, UWGK employees, directors, and volunteers must disclose any arrangement in which such person (or a family member or affiliate) will receive, directly or indirectly, any financial interest or personal benefit in connection with the activities of UWGK. This may be accomplished by filing

a Conflict of Interest Disclosure Statement, or by supplementing a prior Conflict of Interest Disclosure Statement or making a separate report as may be necessary from time to time.

For the purposes of this Code, the term “family member” means any member of your immediate family (e.g., spouse, partner, parent, child, sibling, grandchild, and spouse of parent, child, or sibling) and any person that lives in your household.

Other Improper Behaviors

UWGK employees, directors, and volunteers are prohibited from engaging in any fraudulent or dishonest act or practice in connection with carrying out UWGK business, including but not limited to:

- making any untrue statement of a material fact or employing any device, scheme or artifice to defraud UWGK or affiliate, donor, governmental entity, or partner agency;
- omitting to state (or failing to provide any information necessary to properly clarify any statements made, in light of the circumstances) a material fact, thereby creating a materially misleading impression;
- using unethical or coercive practices in fundraising or soliciting resources;
- making grant decisions other than for the benefit of UWGK, partner agencies, or the community;
- revealing confidential information except in compliance with UWGK policies or approved uses;
- using corporate opportunities for personal gain rather than advancing the legitimate business interests of UWGK;
- engaging or tolerating any form of illegal discrimination or harassment; or
- retaliating against a person who reports in good faith possible violations of the Code.

UWGK employees, directors, and volunteers are prohibited from taking any action to coerce, manipulate, mislead, hinder, obstruct or fraudulently influence any external auditor, internal auditor, regulator, or other governmental agency engaged in the performance of an audit, review, or investigation of UWGK or its affiliates. UWGK employees, directors, and volunteers are required to cooperate fully with any such audit, review, or investigation.

UWGK prohibits the acceptance, offer, payment or authorization, whether directly or via a third party, of any bribe, and any other form of corruption, whether involving a government official or an employee of a public or private commercial entity. It is the responsibility of all employees to adhere to all applicable anti-corruption laws and regulations in the jurisdictions in which UWGK does business, including the U.S. Foreign Corrupt Practices Act (“FCPA”), the U.K. Bribery Act, and similar international laws regulating payments to public and private sector individuals. Generally, such laws make it illegal (with civil and criminal penalties) for UWGK, and its employees and agents, to provide anything of value to public or private sector employees, directly or indirectly, for the purpose of obtaining an improper business advantage (which can include improperly securing government licenses and permits). Accordingly, the use of UWGK funds or assets (or

those of any third party) to make a payment directly or through another person or company for any illegal, improper and/or corrupt purpose is strictly prohibited.

In conducting the business of UWGK, an employee may be exposed to material non-public information about publicly traded companies. The prohibition against insider trading requires a person in possession of material, non-public information about a company or the market for a company's securities to refrain from trading, directly or indirectly through any person acting on your behalf, in the securities of that company and from transmitting that information to another person for purposes of trading in securities. The penalties for insider trading can be considerable including loss of profits, money damages, criminal sanctions including incarceration, loss of employment and permanent bar from the securities industry.

Gifts and Entertainment

Business gifts and entertainment are a customary means for building relationships between business partners. However, under certain circumstances, travel, gifts, entertainment, favors, benefits, and/or job offers may be attempts to obtain favorable treatment. Accepting or offering such inducements could raise doubts about a director or employee's ability to make objective or independent business judgments. As a general practice, it is recommended that employees decline any gift, gratuity, or favor in the performance of United Way duties other than (i) promotional items of nominal value or (ii) food, transportation, lodging, or entertainment of reasonable value and directly related to United Way business.

Outside Activities by Employees

UWGK employees may participate in activities outside UWGK, such as nonprofit boards and professional associations, so long as such activity does not materially interfere with the performance of the employee's responsibilities, result in a conflict of interest, and they seek approval through the established internal procedure prior to accepting a nonprofit board position. Employees should be cautious with secondary employment or business interests that could present a conflict of interest.

Confidentiality

Employees, directors, and volunteers must maintain the confidentiality of confidential or sensitive information of UWGK, its affiliates, its partner agencies, and donors, except when disclosure is authorized by UWGK or is required by law or regulation. Nothing herein, or in any contractual confidentiality provision to which any employee is subject, prohibits employees from reporting possible violations of law or regulation to any governmental agency or entity or from making other disclosures that are protected under the whistleblower provisions of state or federal law or regulation.

Political Activities

UWGK is prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) any candidate for elective public office. This prohibition extends to the contribution of funds and public statements of position made on behalf of the organization. You must only act in your individual capacity while engaged in political activities and refrain from creating the appearance that such activity is by or on behalf of UWGK.

Compliance and Amendment

UWGK employees, directors, and volunteers must promptly report known or suspected violations of this Code to the UWGK Chief Executive Officer, Chief Financial Officer, General Counsel, or Board Chair. If you have any question or uncertainty about any circumstance under this Code, please contact the UWGK Chief Executive Officer, Chief Financial Officer, General Counsel, or Board Chair.

UWGK requires UWGK employees, directors, and volunteers to complete and submit a Conflict of Interest Disclosure Statement annually, or as frequently as determined by the Board. To ensure that UWGK operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews may be conducted at any time and from time to time in the Board's discretion.

The Board of Directors will review Conflict of Interest Disclosure Statements or other disclosures made pursuant to this Code. The Board may adopt such procedures as reasonably determined to be necessary to address, investigate, or mitigate conflicts of interest. In any case, only disinterested directors shall determine whether a conflict exists and whether to approve a conflict transaction. UWGK will attempt to maintain the confidentiality of Conflict of Interest Disclosure Statements and reports but cannot guarantee such treatment.

Failure to comply with this Code may subject a person to disciplinary action, up to and including termination or removal from one's current position.

This Code is subject to modification by the UWGK Board of Directors from time to time and at any time, in its sole discretion.