

CODE OF ETHICS

THE CEDARS OF MARIN

I. Integrity

All directors, officers, employees, and volunteers of The Cedars of Marin (“Cedars”) shall act with honesty, integrity, and openness in all of their dealings as representatives of Cedars shall maintain a working environment that values integrity, fairness, and mutual respect.

II. Mission

Cedars of Marin offers high quality of life to persons with developmental disabilities and provides a full continuum of care to adults with special needs. We are dedicated to fostering independence, defending dignity and realizing each person's full potential.

III. Governance

The Board of directors is responsible for setting the mission and the strategic direction of Cedars, and for exercising oversight of its finances and policies.

The Board of directors shall:

- Ensure that Board members possess the requisite skills and experience to carry out their duties, and that all directors understand and fulfill their governance duties, acting for the benefit of Cedars and its public purpose;
- Adopt and implement a Conflict of Interest Policy so that conflicts of interest, as well as the appearance of conflicts of interest, are avoided or properly managed through disclosure, recusal, or other means;
- Be responsible for the hiring and regular performance review of the Executive Director, and ensure that the compensation of the Executive Director is reasonable and appropriate;
- Ensure that the Executive Director and appropriate staff provide the Board of directors with timely and comprehensive information so that the Board of directors can effectively carry out its duties;
- Ensure that Cedars conducts all transactions and dealings with integrity and honesty;
- Ensure that Cedars promotes working relationships with Board members, management team, staff, and volunteers based on mutual respect, fairness, and openness;
- Ensure that Cedars is fair and inclusive in its hiring and promotion policies and practices for all Board, management team, staff, and volunteer positions;

- Ensure that key policies of Cedars are in writing, clearly articulated, and adopted;
- Ensure that the resources of Cedars are responsibly and prudently managed;
- Ensure that Cedars has the capacity to carry out its programs effectively.

IV. Law and Ethics

Cedars 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. Cedars shall also adhere to the highest ethical standards. All resolutions and other legal actions by the Board of directors 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.

V. Stewardship

In managing its funds responsibly and prudently, Cedars shall:

- Devote a reasonable percentage of its annual budget to programs in pursuance of its mission;
- Incur administrative costs adequate to ensure effective accounting and legal compliance systems, internal controls, competent staff, and other expenditures critical to professional management;
- Pay compensation, in return for services, that is reasonable but not excessive;
- *Avoid accumulating Cedars funds excessively; [I am not sure what is intended by 'accumulating' in this context—we need clarification]*
- Draw prudently from restricted funds in a manner consistent with the restrictions;
- Follow spending practices and policies that are fair, reasonable, and appropriate to fulfill the mission of Cedars.

VI. Diversity

Cedars shall promote diversity and inclusiveness in its Board of directors, management team, staff, and volunteers.

VII. Evaluation

Cedars is committed to improving, continually, its public programs and its organizational quality. Cedars shall periodically review its programs and incorporate lessons learned into future programs. Cedars shall be responsive to new developments in its field of activity and shall be responsive to the interests of its clients, family members, and other constituencies.

Cedars shall develop and implement a three-tier evaluation procedure whereby the performance of the Board of directors as a whole, each Board committee, and each director is evaluated periodically.

VIII. Fundraising

Cedars shall comply with the fundraising requirements of California's Nonprofit Integrity Act of 2004. Cedars shall respect the privacy concerns of individual donors and shall follow donor intent in making expenditures. Cedars shall disclose important and relevant information to potential donors. In raising funds from the public, Cedars shall:

- Inform donors of the mission of Cedars, how resources will be used, and the integrity of Cedars causing donations to be used effectively for their intended purposes;
- Inform donors of the identity of those serving on Cedars' Board;
- Disclose Cedars' most recent financial reports;
- Represent that contributions will be used for the purposes for which they were given;
- Provide appropriate acknowledgement and recognition of contributions;
- Treat information about donations with respect and with confidentiality to the extent provided by the law;
- Provide an opportunity for donors to delete their names from mailing lists that may be used by others;
- Encourage donors to ask questions when making a donation, and provide prompt, truthful, and forthright answers.

IX. Transparency

Cedars shall provide comprehensive and timely information to the public, the media, and all stakeholders, and shall be responsive in a timely manner to reasonable requests for information. All information about Cedars shall fully and honestly reflect the policies and practices of Cedars. All solicitation materials shall accurately represent Cedars policies and practices. All financial and program reports shall be complete and accurate in all material aspects.

The following governance documents shall be posted on Cedars website: Articles of Incorporation, Bylaws, Conflict of Interest Policy, Code of Ethics, Gift Acceptance Policy, Whistleblower Notice and Policy, and Document Management Policy. The website shall invite comments by readers with regard to any governance document.

X. Confidentiality

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

XI. Complaints

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

XII. Remedies

Any director who fails to comply with this Code of Ethics may, at the sole discretion of the Board of directors, be removed from the Board. If any officer, 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 directors.

XIII. Annual Affirmation Statement

Cedars shall provide a copy of this Code of Ethics to every director, officer, employee, and volunteer. Each year the Annual Affirmation Statement, attached, shall be signed by each director, 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 signed Affirmation Statements shall be submitted to Cedars' Executive Director and then filed with the minutes of the annual business meeting of the Board of directors.

ANNUAL AFFIRMATION STATEMENT

CEDARS OF MARIN

The Code of Ethics of Cedars of Marin requires an annual affirmation that you have received, read, understand, and agree to comply with the Code of Ethics.

Please sign this Annual Affirmation Statement indicating your affirmation as described above

Please return this Statement to Cedars Executive Director each year. directors should complete the affirmation and return it to the ED at the annual meeting, typically held in November. All others should complete it and return it by January 31.

Your name: _____

Date: _____