

IEEE Foundation Operations Manual

November 2023

SECTION 5: CODE OF BUSINESS CONDUCT AND ETHICS

5.1 COMPLYING WITH THE LAW AND IEEE FOUNDATION POLICIES

A. All Directors, Officers and service providers are expected to comply with the laws, rules and regulations of the United States, and the states, nations and other jurisdictions in which the IEEE Foundation conducts its business, and which are applicable to the IEEE Foundation.

B. All Directors, Officers and service providers are expected to comply with the provisions of the IEEE Foundation Policy and Procedures Manual, the IEEE Foundation Operations Manual, and IEEE Foundation Investment Operations Manual.

C. All Directors and Officers are expected to comply with the IEEE Code of Ethics and IEEE Code of Conduct.

D. Directors, Officers, and staff are prohibited from using their positions with the Foundation for personal gain or usurping opportunities which may belong to the Foundation.

E. All Directors and Officers are required to maintain their membership in IEEE. They are expected to resign their positions with the IEEE Foundation in the event their IEEE membership is suspended or terminated.

5.2 CONFLICTS OF INTEREST

A. For the purposes of this Code, conflict of interest is defined as any situation in which (i) a member of the IEEE Foundation Board of Directors, any Officer or volunteer or other person serving the IEEE Foundation in some capacity is in a position to make decisions or cast votes that could substantially and directly, or indirectly, affect any such person's personal, financial or business interests or (ii) any such person has a fiduciary responsibility to another organization. All such persons shall avoid situations and activities where their personal interests could conflict, or reasonably appear to conflict, with the interests of the IEEE Foundation. Members of the Board of Directors have a duty to avoid being controlled by another entity in the exercise of their duties, shall not agree to exercise their duties in order to benefit any individual or interest other than the IEEE Foundation's interest, and shall abstain from voting on a matter in which they have financial interests. It is the responsibility of all persons in any elected, appointed or volunteer position of an IEEE

Foundation activity to determine if a conflict or perceived conflict of interest may exist. Any such recognized potential conflict shall be made known immediately to the person in charge of the activity (or to the next higher authority if the affected individual is in charge) who, after consultation with the President and the other individuals in the activity, will advise the affected individual of the proper course of action and cause a notation of the action to be entered in the activity's record.

B. All Directors, Officers, and Committee members shall disclose all facts material to any Conflict of Interest before initial election and annually thereafter. Each party's disclosure shall be reflected in the complete combined IEEE Foundation Principles of Business Conduct Compliance Certificate and Conflict of Interest Disclosure Statement within 30 days of assuming their position. Such disclosure by Directors shall be retained by the Secretary of the IEEE Foundation. Failure to submit a form shall result in automatic removal from service on the Board or committee. It shall be the responsibility of the Board or Committee Chair to inform such individuals that they have been removed from service for failure to complete the form and to notify the IEEE Foundation Audit Committee of such action. The IEEE Foundation Audit Committee shall notify the IEEE Foundation Board of Directors of all individuals removed from service at the next regularly scheduled Board meeting. Any member of the professional team who has authority to make or incur financial expenditures or who has other responsibilities that could represent a potential conflict of interest as determined by the Audit Committee shall submit a combined IEEE Foundation Principles of Business Conduct Compliance Certificate and Conflict of Interest Disclosure Statement by 1 February of each year.

B. All responses shall be reviewed by IEEE Operations Audit. IEEE Operations Audit shall provide to the IEEE Foundation President, Chairs of IEEE Foundation Committees and the professional team managers a listing of each of their subordinates who responded "No" to all questions. This listing provides an opportunity for another level of review to ensure that all potential conflicts are disclosed and help ensure that everyone who should have completed an IEEE Foundation Principles of Business Conduct Compliance Certificate and Conflict of Interest Disclosure Statement did so.

"Yes" responses shall be reviewed by IEEE Operations Audit. An explanation of the potential conflict, along with a suggested process to manage the conflict, shall be provided to the respondent's superior. Follow-up will be done with the superior until the conflict is satisfactorily resolved.

D. Conflicts shall be reported, in a timely manner, to the Audit Committee or the IEEE Foundation Board of Directors.

E. In the event it becomes necessary to discuss or resolve a matter in connection with a potential related party transaction, or which otherwise gives rise to a conflict of interest, at a meeting of the Audit Committee or the Board of

Directors, the person involved with the conflict of interest shall not be present at or participate in any deliberation or vote on the matter. The Person shall not attempt to improperly influence the deliberation or voting on such matter. The existence and resolution of the conflict or related party transaction shall be documented in the minutes of any meeting at which the conflict or transaction was discussed or voted upon.

5.3 CONFIDENTIALITY

A. Directors, Officers and service providers of the IEEE Foundation shall maintain the confidentiality of confidential information entrusted to them by the IEEE Foundation or by its service providers, donors, program partners, those seeking funding from the Foundation or those who have received funding from the Foundation, except when disclosure is required by laws, regulations or legal proceedings. Confidential information includes all non-public information that might be of use to competitors or to those seeking funding from the Foundation, or be harmful to the IEEE Foundation if disclosed. Directors, Officers and service providers of the IEEE Foundation shall maintain the confidentiality of confidential information about donors and prospective donors. Whenever feasible, Directors, Officers and service providers should consult with the IEEE Foundation's legal counsel if they believe they have a legal obligation to disclose confidential information.

5.4 FAIR DEALING

A. Directors and Officers should endeavor to deal fairly with other Directors and Officers of the IEEE Foundation, IEEE and its affiliated units, service providers, donors, those seeking funding from the Foundation and those who have received funding from the Foundation.

5.5 PROTECTION AND PROPER USE OF IEEE FOUNDATION ASSETS

A. Directors, Officers and service providers should protect the IEEE Foundation's assets and ensure their proper and efficient use.

5.6 COMPLAINTS ABOUT ACCOUNTING

A. The IEEE Foundation's policy is to comply with all best practices, adherence to Generally Accepted Accounting Principles financial and accounting regulations applicable to the IEEE Foundation. Any Director, Officer or service provider of the IEEE Foundation who has concerns or complaints regarding accounting or auditing matters of the IEEE Foundation is encouraged to submit those concerns or complaints (anonymously, confidentially or otherwise) to the IEEE Foundation Audit Committee which shall, subject to its duties arising under applicable law and judicial orders, treat such submissions confidentially. Such submissions may be directed to the attention of the Audit Committee or to any Director who is a member of the Audit Committee.

5.7 RESPONSIBILITIES FOR CONDUCT AND PROFESSIONALISM

A. Abiding by the IEEE Code of Ethics

IEEE members and non-members carry out a very wide range of duties and responsibilities on behalf of IEEE and, in certain instances, on behalf of the IEEE Foundation. IEEE members and non-members are required to familiarize themselves with applicable IEEE and IEEE Foundation policies, procedures, practices and expectations for conduct and professionalism:

<https://www.ieee.org/content/dam/ieee-org/ieee/web/org/about/whatis/ieee-policies.pdf>

The conduct of all IEEE members and non-members should reflect the highest level of ethics and professionalism. The behavior of all those engaging in activities on behalf of IEEE and on behalf of the IEEE Foundation should reflect the best interests of IEEE members and other customers.

Each year, all IEEE members, through the membership renewal process, affirm their intention to abide by the IEEE Code of Ethics.

Non-members who are involved in IEEE or IEEE Foundation activities are also obligated to abide by the IEEE Code of Ethics. Such obligation is communicated through the governing procedures for the relevant IEEE or IEEE Foundation activity.

For the purpose of this operations manual “members” relates to IEEE members and “non-member” relates to those non-members of IEEE who are involved in IEEE and IEEE Foundation activities and includes IEEE and IEEE Foundation staff.

B. Conduct and Professionalism

Members and non-members are expected to treat each other with respect, consideration and civility. Intimidating, demeaning, threatening behaviors, as well as destructive rumors or gossip, depart from the standard for civility and respect.

Members or non-members engaging in activities which are contrary to or in violation of the IEEE Code of Ethics, IEEE Code of Conduct, IEEE governing documents, IEEE Operations Manuals and other internal and external rules and regulations that affect the membership and activities of IEEE or the IEEE Foundation may be subject to discipline, up to and including expulsion from participation in IEEE or IEEE Foundation activities and/or revocation of IEEE membership.

C. Donor Misconduct

The Foundation expects that all its donors will act in accordance with IEEE policies, including but not limited to the Code of Ethics and the IEEE Policy against Discrimination and Harassment and the IEEE Foundation Non-discrimination Policy (Section 1.3 of the Foundation's Policy & Procedures Manual). The Foundation reserves the right to forgo any offered gift if: (i) the donor has acted in material violation of applicable law; (ii) the donor has taken actions that stand in contrast to the mission, policies or procedures of the Foundation or IEEE; (iii) the donor or his or her name compromises the public trust or the reputation of The Foundation, including acts of moral turpitude, The Foundation, with the approval of the Board of Directors, has the right to remove the name or return the gift; or (iiii) if, in the Board's discretion, there is substantial evidence or reasonable grounds to believe that the donor is associated with an individual or entity accused of engaging in misconduct or a violation of applicable law. In accordance with Sections 4.5 and 4.8 of the Foundation's Policy & Procedures Manual, the Foundation Board of Directors may also revoke a gift or remove a donor from a donor recognition group listing if (i) (ii) (iii) or (iiii) above apply.

If a donor is a member of the Foundation Board of Directors and engages in behavior that violates applicable law or violates an applicable Foundation or IEEE policy, such donor could be sanctioned, which could include potential removal from the Foundation Board of Directors in accordance with standard procedures for director removal.

D. Procedures for Reporting Misconduct Complaints

All members or non-members who believe they have been subjected to any behavior by any member or non-member, including donors, that violates the above-mentioned policies and procedures should bring the matter to the attention of the Foundation via the IEEE Ethics Reporting Line managed by the IEEE Legal and Compliance Office. Prompt reporting allows for the review, assessment, and necessary actions to address the complaint immediately.

The person making the report shall be referred to as the Whistleblower.

[The IEEE Ethics Reporting Line can be accessed directly at:](http://www.ieee-ethics-reporting.org)
<http://www.ieee-ethics-reporting.org>
[+1 888 359 6323](tel:+18883596323)

E. Procedures for Managing Complaints

E.1 The identities of both the Whistleblower and the alleged violator shall be protected and only revealed to those who have a demonstrated need to know.

E.2 Measures shall be undertaken to prevent retaliation.

E.3 Handling of any report of violation shall be fully documented and the documentation shall be preserved.

E.4 Complaints received through the IEEE Ethics Reporting Line determined by IEEE Legal and Compliance to be related to the IEEE Foundation shall be sent to the IEEE Foundation Executive Director. If the alleged violator is the IEEE Foundation Executive Director, then the complaint shall be sent to the Chair of the Audit Committee.

E.5 Upon receipt of the complaint, the Executive Director shall, within two (2) days, verify the complaint is related to the work of the IEEE Foundation. If it is not related to the IEEE Foundation, the complaint will be returned to IEEE Legal for alternate disposition.

E.6 Upon confirmation the complaint relates to the IEEE Foundation, the Chair of the Audit Committee shall be notified and instructed to make an *initial determination* within thirty (30) days whether to proceed. Grounds for not proceeding include insufficient specificity as to person or action, and that the allegation, even if true, does not constitute a violation of IEEE or the Foundation's documented rules of governance or the law.

E.7 If the Chair decides to proceed, the Chair can refer the matter to IEEE Foundation legal counsel for further handling or to undertake an in-house investigation.

E.8 If the Chair decides to undertake an investigation, then the Chair shall invite at least two other Director-at-Large to participate. Together they shall constitute an *Ad Hoc committee*.

E.9 Typically, an investigation will involve requesting a response to the allegations from the alleged violator, seeking and reviewing documents, requesting written responses to questions, and interviewing witnesses. Any interview session shall be recorded, if possible. If the session is not recorded, then a majority of the Ad Hoc committee must be present.

E.10 Any investigation shall be limited to charges that the Chair specifies at the outset of the investigation.

E.11 By a unanimous vote, the Ad Hoc committee shall reach one of five decisions: dismissal, referral, oral reprimand, sanctions or removal. If the Ad Hoc committee is unable to reach unanimity, the decision shall be brought before the entire Audit Committee in executive session for a vote at its next meeting or by written ballots, where a majority of those voting shall prevail. To the extent the alleged violator is a member of the Audit Committee, such person shall not participate in any discussion or vote of the Audit Committee and shall not be counted in the denominator for the purposes of establishing a quorum.

The alleged violator shall have an opportunity to be heard by the Ad Hoc committee or the Audit Committee if the matter is referred to the Audit Committee.

- *Dismissal* means the allegations are not proven or were not a violation.
- *Referral* means referring to an entity outside the Foundation for possible further action, including but not limited to IEEE.
- *Oral reprimand* shall be conducted by the President or a designee of the President.
- *Sanctions* means excluding participation in IEEE Foundation activities.
- *Removal* is limited to those cases where the violator is a Director and shall be undertaken by a majority vote of the Directors as provided for by Section 8 of the Foundation's Bylaws.

E.12 The alleged violator shall be notified of any decision before it is carried out and may appeal the decision to the Executive Committee whose decision shall be final.

E.13 Upon resolution, any case of reported violation shall be summarized in the next report of the Audit Committee and such report shall be treated as confidential.

5.8 AMENDMENT, MODIFICATION AND WAIVER

A. This Code may be amended, modified or waived by the IEEE Foundation Board of Directors, and waivers may also be granted by the Executive Committee, subject to disclosure to the IEEE Foundation Board of Directors at its next regular meeting.