

## **CODE OF CONDUCT AND ETHICS**

### **1. Overview of Obligations**

This Code of Conduct and Ethics (the “Code”) is designed to promote honest, ethical and lawful conduct by all employees, volunteers, officers and directors of Met Council. Independent contractors, consultants and agents who represent Met Council are expected to apply the same high standards while working with Met Council. This Code sets forth broad guidelines for ethical conduct, which form the basis for, rather than supersede or materially alter, the detailed policies and procedures set forth in the Employee Handbook.

All Met Council employees are personally accountable for adherence to all provisions of the Code. Employees may not use agents, independent contractors, consultants or others to do indirectly what employees could not do directly under the Code or other applicable law, rule, regulation or policy. Individuals must complete a certificate promising to comply with the Code upon becoming an employee, volunteer, officer or director and, thereafter, on an annual basis.

At all times, employees are expected to:

- Comply with all applicable laws, regulations and policies.
- Avoid conflicts between personal interests and those of Met Council.
- Be truthful in all communications including disclosures in reports filed by Met Council with governmental entities.
- Adhere to restrictions on political activities.
- Protect and use properly Met Council’s assets.
- Maintain a safe, healthy and affirmative workplace.
- Ensure the integrity of accounting practices, books and records and record retention.
- Seek guidance where necessary to ensure compliance with the Code.
- Promptly report any violation of this Code.

Employees may report alleged Code violations to their supervisor, the Managing Director of Human Resources, or Met Council’s internal counsel, or by accessing Met Council’s Ethics Hotline in the following ways (matters may be reported to the Hotline anonymously):

- Phone or fax: 844-MET-COUNCIL
- Online: [ethicshotline.org/MetCouncil](http://ethicshotline.org/MetCouncil)
- Email: [metcouncil@myeccho.org](mailto:metcouncil@myeccho.org)
- Address: ATTN: Met Council, PO Box 932, Glenview IL 60025-0932

Failure to follow this Code, as well as failure to comply with federal, state and city laws and Met Council’s policies and procedures, may result in disciplinary action, up to and including termination of employment, contractual relationship, or Board service.

### **2. Compliance with Law, Regulations, and Policies**

Employees must comply with all applicable laws, regulations and the policies and procedures set forth in the Handbook, including those relating to Conflict of Interest, Whistleblower, Non-Discrimination and Equal Opportunity, Bans on Political Activities, Confidentiality and Document Retention. Specifically, it is a violation of this Code to take the following actions in business dealings on behalf of Met Council with respect to government contracts or otherwise:

- Solicit or accept personal kickbacks, rebates or any form of “under-the-table” payment, either directly or indirectly, in connection with any contract between Met Council and the City, State, Federal and other governmental entities, including cash payments and any other service or thing of value which may be intended to influence the actions of another person;
- Fail to strictly comply with all laws, rules and regulations relevant to the performance of government contracts, including, but not limited to, those related to political contributions, payment of prevailing wages, worker and workplace health and safety and M/WBE compliance;
- Fail to take measures to ensure that employees and subcontractors possess all required current and valid licenses and permits;
- File with a government office or employee any document that intentionally contains a false statement, false information and/or a false claim;
- Intentionally falsify business records;
- Violate the City’s Procurement Policy Board Rules;
- Induce or attempt to induce a government employee to violate Chapter 68 of the New York City Charter or engage in any conduct that would constitute a conflict of interest under the Code;
- Give, or offer to give, gifts, money, gratuities or any other benefit to any public servant, including, but not limited to, a public servant who is an employee or official of a political subdivision or governmental entity with which Met Council currently conducts, has conducted or may conduct business;
- Give, or offer to give, money, gratuities or any other benefit to any public servant, including, but not limited to, an official in a labor organization and/or a labor official that has represented, represents or may represent Met Council or their employees, except that nothing herein shall prohibit Met Council’s employees from giving a gift that is customary on family and social occasions to a family member or close personal friend;
- Make, attempt to make or execute any agreement or participate in any scheme that seeks to rig bids, restrain trade by collusion or unfair trade or labor practices or prevent the lowest responsible bidder from obtaining a contract, except that nothing herein shall prevent Met Council from lawfully protesting an award to another bidder deemed by the City to be the lowest responsible bidder;
- Take any actions in conflict with Met Council’s obligations under any contract with any government entity or any such subcontract between Met Council and another individual or entity performing work for any government entity; or

- Intentionally breach any contract between Met Council and any government entity or any subcontract between Met Council and another individual or entity for work on a government project.

Met Council will immediately notify the New York City Department of Investigation upon learning that Met Council or any of its directors, officers, employees or agents have been, are, or will be (a) subpoenaed, interviewed, questioned or otherwise contacted by any government agency, official and/or employee in connection with any investigation or proceeding involving, or related to, allegations of a lack of honesty or business integrity, whether of a criminal, civil or administrative nature, whether or not Met Council and/or any of its respective directors, officers, employees or agents are, or are believed to be, the subject or target of any such investigation or proceeding or (b) under investigation for any alleged violation of criminal law related to or concerning the business activities of Met Council.

Met Council and its directors, officers and employees must immediately report to the City any suspected or actual: (a) unethical conduct or other impropriety with respect to any contract and (b) crime related to or concerning the business activities of Met Council, whether allegedly committed by an employee of Met Council, a subcontractor, vendor, labor official, City employee, other government employee or anyone else.

Met Council will diligently investigate any charges of criminal activity made by a government agency against any Met Council director, officer, agent or employee to determine whether such charges concern business-related activities or would otherwise bear upon Met Council's business integrity. In the event that such charges concern business-related activities or would otherwise bear upon the Met Council's business integrity, except to the extent prohibited by a lawful collective-bargaining agreement, any involved director, officer or employee shall be placed on a leave of absence pending resolution of the criminal charges against such person and, upon conviction, be terminated.

### **3. Adherence to Restrictions on Political Activities**

Met Council is recognized as a public charity with section 501(c)(3) status. To preserve this special status, certain rules related to political activities must be followed. First, Met Council may not support or oppose any political candidate through political contributions, activities or other ways. The following guidelines have been created to ensure that no activities are conducted that may violate this mandate, or give the appearance of violating it, while reasonably preserving the rights of employees to participate in the political process:

- The Chief Executive Officer and the CEO's direct reports must disclose annually any financial contributions made to any political campaign to Counsel.
- Staff may participate in the political process by publicly endorsing or opposing any candidate for public office, provided that these guidelines are followed:
  - There should be no connection, whether formal, informal or perceived, between an employee's professional responsibilities at Met Council and

- personal political involvement.
- Employees may not, for political purposes, use Met Council office space, materials or other resources, including telephones, computers, office equipment, supplies, letterhead, stationery, memo pads or other items. Employees may not conduct political business, including circulating petitions, solicitations or any emails on behalf of any political candidate, during their work hours for Met Council or while on Met Council property.
  - Employees may not use Met Council's fundraising resources in any way for political campaigns. Employees should avoid giving the impression that they may be able to do so and to avoid any political fundraising that may put them into contact with contributors with whom they interface in their positions at Met Council.

#### **4. Protection and Proper Usage of Met Council's Assets**

Employees may use Met Council's assets only for business purposes and not for personal use, political use, use by another or for an improper or illegal purpose. Met Council's assets include tangible assets, such as office equipment, supplies and facilities, as well as intangible assets, such as intellectual property, trade secrets, reputation and business information (electronic or otherwise). Employees are not permitted to remove, dispose of or destroy anything of value belonging to Met Council without Met Council's prior written consent.

#### **5. Recordkeeping and Record Retention**

To ensure that Met Council may rely upon the integrity of its financial records, employees are responsible for reporting any data accurately and in a timely manner. This includes reporting hours worked and reimbursable expenses. Employees shall support all transactions with accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period. Employees, agents, and contractors must follow Met Council's system of internal accounting controls, including compensation controls, at all times. Falsifying business records is a serious offense, which may result in criminal prosecution, civil action and/or disciplinary action, up to and including termination.

Met Council's Document Retention Policy governs the maintenance, alteration and destruction of any Met Council document including email and other electronic documents. Documents relevant to any pending, threatened or anticipated litigation, investigation or audit shall not be destroyed for any reason. Any questions or concerns regarding possible improper alteration or destruction of records should be directed to the Managing Director, Human Resources or Counsel.

## 6. Seeking Guidance and Reporting Concerns: Whistleblower Policy

To ensure that any wrongdoing is identified, investigated and corrected, Met Council has established a Whistleblower Policy. This policy requires directors, officers, employees, consultants and volunteers to make good-faith reports of activities, policies, or practices that the individual reasonably believes constitute a violation of the law, infractions of rules or Met Council policies, or otherwise pose a substantial and specific danger to public health or safety. Individuals may raise any concerns about such matters confidentially and without fear of intimidation, retaliation, harassment or discrimination. Any person who engages in any such retaliatory action is subject to serious disciplinary action, up to and including termination. Employees also may make reports through this process regarding inappropriate acts or possible violations of the law or established policy by individuals or entities with which Met Council does business, such as volunteers, vendors, service providers, consultants or agents.

Any director, officer, employee, consultant or volunteer who has engaged in the violation of, or who reasonably suspects any other director, officer, employee, consultant or volunteer or grantee of violating, a law, regulation, ethical rule, the Code of Conduct and Ethics set forth in this Handbook, and/or any and all Met Council policies, must report such activity as soon as possible. Such activity may include, but is not limited to, financial wrongdoing (including circumvention of internal controls or violation of Met Council's accounting policies), fraud, theft, embezzlement, bribery, kickbacks, abuse or misuse of Met Council assets, conflicts of interest, suspected compliance or ethics-related issues, concerns of violations or any other illegal or unethical conduct.

Employees may submit Whistleblower reports to their supervisors, the Managing Director of Human Resources, or Met Council's internal counsel, or by accessing Met Council's Ethics Hotline in the following ways (matters may be reported to the Hotline anonymously):

- Phone or fax: 844-MET-COUNCIL
- Online: [ethicshotline.org/MetCouncil](http://ethicshotline.org/MetCouncil)
- Email: [metcouncil@myeccho.org](mailto:metcouncil@myeccho.org)
- Address: ATTN: Met Council, PO Box 932, Glenview IL 60025-0932

*\* While an employee may report a third party's violation anonymously, submitting an anonymous report will not satisfy their obligation to report their own violation of law, regulation or Met Council policy.*

An employee must make a good faith effort to notify Met Council prior to reporting an activity, policy or practice that an employee reasonably believes violates the law or poses a substantial and specific danger to public health or safety to an outside body or agency. Employees are not obligated to make a good faith effort if they reasonably believe that: (1) there is an imminent and serious danger to public health and safety; (2) notifying the Company would result in the destruction of evidence or concealment of the activity; (3) the activity could endanger a minor; (4) reporting to a supervisor would result in harm to the employee or others; or (5) the supervisor or the Company is already aware of the activity, policy, or practice and will not

correct it.

All reports, wherever made, will be forwarded to Counsel who shall promptly forward any alleged Code violations, including Whistleblower reports or possible conflicts of interest, to the Chair of Met Council's Audit Committee of the Board of Directors. Allegations of Code violations will be reviewed and investigated by Counsel or, in appropriate circumstances, by Met Council's Audit Committee of the Board of Directors. Met Council will investigate all reports in a timely and sensitive manner. Confidentiality will be maintained throughout the investigation to the extent reasonable and practicable under the circumstances and consistent with appropriate investigative and corrective action. In assessing the reports, the Audit Committee may consider all relevant facts and circumstances, including the identity of the alleged wrongdoer, the seriousness of the alleged offense and, where relevant, its effect on Met Council's reputation or financial statements. In connection with any such report, the Audit Committee and Counsel may obtain the assistance of any member of Met Council's management who is not the subject of the report and may retain independent advisors.

Upon completion of an investigation, the Audit Committee or Counsel will take appropriate corrective action including disciplinary action, up to and including termination and, where appropriate, make referrals to outside individuals and agencies. To the extent appropriate, the person who reported an alleged Code violation will be informed of the results of the investigation and any corrective action. Counsel will present to all Board Officers and the Audit Committee an annual summary of all reports received and other information as required.

Met Council's Whistleblower Policy—with its multiple options to submit reports of wrongdoing, confidential and timely investigations, and prohibitions against retaliation and intimidation—is designed to encourage good-faith reports of wrongdoing so that, with the help of employees, Met Council may identify and correct any problems that arise.

## **7. Avoidance of Conflicts of Interest**

Employees have an obligation to disclose any activity, agreement, business investment or interest or other situation that might cause them or others to perceive them to place their own interests or those of another above their obligations to Met Council. A conflict of interest may arise whenever an employee takes action or has interests that may make it difficult to perform their work objectively or when an employee or a member of their family (such as a spouse, significant other, child, parent or sibling) receives improper personal benefits as a result of their position or relationship with Met Council.

Examples of potential Conflicts of Interest include:

- **Business Interests:** An actual or perceived conflict may arise when an employee or their family has a financial interest in any enterprise, contract or transaction to which Met Council is a party. Any transaction that results in an individual employee's

receiving a benefit not only is prohibited but also may impair Met Council's tax-exempt status. Business interests may include serving as a board member of a company, investments, joint ventures or other financial interests.

- **Outside Employment:** Employees may hold outside jobs provided that such jobs do not create a conflict of interest or interfere with employment at Met Council. Employees may not hold an outside job or engage in outside work during regular business hours or with Met Council resources, nor may employees hold an outside job with a Met Council affiliate, client, partner, vendor or funding agency. For purposes of this policy, outside employment includes employment of all types, including salaried employee, fee for service or consultancy.
- **Serving on a Board of a Not-for-Profit or Other Community Service:** Met Council generally encourages participation in community activities. Such activities may be problematic, however, if they encroach on time or attention which employees should be devoting to Met Council business; adversely affect the quality of an employee's work; compete with Met Council's business, imply Met Council sponsorship or support without express approval by Met Council; or adversely affect the reputation of Met Council. As discussed below, this includes political activities and interaction with elected officials.
- **Accepting Gifts and Entertaining Business Contacts:** No employee may solicit or accept personal gifts of significant value in excess of \$50 (fifty dollars), lavish entertainment or other benefits from parties that transact or seek to transact business with Met Council including, but not limited to, elected officials and public employees. Gifts of money may never be accepted, regardless of the amount. An employee may entertain parties that transact or seek to transact business with Met Council only with the approval of a supervisor. Generally, this entertainment should be consistent with accepted business practices and not violate any law or generally accepted ethical standards and not embarrass Met Council. However, all entertainment with a prospective service provider is prohibited during the RFP process.
- **Nepotism:** Met Council's executives and their relatives may not serve on Met Council's Board of Directors or any Board committee with authority to recommend personnel actions affecting the employee's job. The aforementioned executives' family members are also prohibited from serving on the Board of any one of the entities for which Met Council serves as a fiscal conduit. Although Met Council may hire family members or the significant others of existing employees, it is committed to diligently monitoring situations in which relatives work in the same department, office or area to avoid actual or perceived bias or conflicts of interest. In no case may an employee exercise supervisory, managerial or other authority over a family member or significant other, unless that person is an unpaid volunteer. For purposes of this policy, a member of the Board of Directors of Met Council is deemed to exercise authority over all employees of Met Council.

To enable Met Council to assess whether a particular situation may give rise to a conflict of interest, employees and directors must complete an annual Conflict of Interest Disclosure Statement. In completing this Statement, employees must disclose all outside activities,

employment and business interests, and those of immediate family members, where the employee believes a conflict or the appearance of a conflict may exist.

Where the appearance of a conflict may exist, employees must disclose the nature of the conflict to Counsel and receive approval to continue with the activity or transaction. Board members will need to disclose the nature of any conflict to the Audit Committee so that it can take any appropriate action. The potentially conflicted person may not be present at the Committee deliberation over the matter. Failure to disclose accurately or completely may result in immediate and appropriate discipline, up to and including termination of employment.