



## **UC Riverside Foundation**

### **Ethics and Conflict of Interest Statement**

#### **Statement of General Principles**

This code of conduct describes standards to guide us in our activities and applies to volunteer Trustees, officers committee members and paid staff members (i.e., employed by the Regents of the University of California) who support the UC Riverside Foundation (the “Foundation”), collectively referred to as “members.” We believe that these standards are already being followed. Our goal is to commit them to writing and to ensure that they are understood and continue to be followed by our members.

The Foundation is committed to the highest ethical and professional standards of conduct as an integral part of its mission to promote private support of the University of California, Riverside (“UCR” or the “University”); to receive gifts for the benefit of UCR; and to manage the Foundation’s endowed resources. To achieve this goal, the Foundation relies on each member’s ethical behavior, honesty, integrity and good judgment. Each member is accountable for his/her actions and should demonstrate respect for the rights of others.

#### **Compliance with Laws and Foundation/University Policies**

The Foundation and each member must transact Foundation business in compliance with all laws, rules, regulations and Foundation/University policies related to their positions and areas of responsibility. In addition, members are expected to behave in a manner that respects the freedom of others as well as refraining from interfering with, obstructing, or disrupting a normal Foundation or University activity, even while exercising their own freedom of expression.

#### **Conflicts of Interest**

The Foundation is a California nonprofit public benefit corporation qualified for tax-exemption under Section 501(c)(3) of the Internal Revenue Code of the United States and comparable provisions of the California Revenue and Taxation Code. As such, the Foundation is subject to certain rules, regulations and reporting requirements relating to transactions between the Foundation and a member or any businesses in which individual members of its board or committees, or relatives of such individuals, have any financial interest. As such, the term “member” herein shall reference not only members, but also any person who is related by blood or marriage to a member (i.e., any ancestor, descendent, spouse, sibling or in-law),. The existence of such a financial interest does not necessarily prohibit the transaction but does require that certain disclosure, voting restrictions and other tests be met prior to its consummation, including if necessary following the procedures set forth in Cal. Corp. Code § 5233 and Treasury Regulation § 53.4958-6, or their respective successor provisions, and reporting the transaction, if necessary, to the California Attorney General and the Internal Revenue Service. The purpose of such procedures is to allow public benefit corporations to take advantage of opportunities made available to them by members while protecting the Foundation’s interests.

This policy addresses situations where there might be a potential financial or personal conflict, or the appearance of such a conflict, between a particular outside interest of a member and the obligation that the member owes to the Foundation such that the member's profit or advantage may come, or reasonably appear to come, at the expense of the well-being of the Foundation. While members have outside service, business, and professional interests, such interests should enhance one's role as a member and neither compromise one's ability to meet one's Foundation responsibilities nor harm the Foundation's or University's reputation. A list of companies with whom the Foundation has done business during the previous twelve months, or anticipates engaging in the near future, is attached for reference.

Members have an obligation to address both the substance and the appearance of conflicts of interest and, if they arise, to disclose them to the appropriate Foundation leaders and bodies, and withdraw from debate, voting, or other decision-making processes where a conflict of interest exists or might arise. The failure to do so may be grounds for removal. Agreement with these principles includes the understanding that conflict of interest situations, or the appearance of conflict of interest, have the potential to result in serious harm to the welfare of the Foundation and UCR.

A conflict of interest may take many forms:

- Members shall not have a direct or indirect interest, financial or otherwise, of any nature that is in conflict with the proper discharge of the member's duties.
- Members shall adhere to the laws, rules, regulations and policies of applicable governmental, Foundation and University authorities.
- No member shall accept or solicit any gift, favor or service that might reasonably influence the member in the discharge of his or her duties or that the member knows or should know is being offered with the intent to influence his or her official conduct.
- No member shall disclose confidential information gained by reason of his or her official position or otherwise use such information for his or her personal gain or benefit.
- No member shall transact any business in his or her official capacity with any business entity of which the employee is an officer, agent or member, or in which the member owns a substantial interest.
- Members shall disclose potential conflicts of interest as soon as possible after they realize that a conflict or potential conflict may have arisen.
  - If a conflict or potential conflict of interest is reported and allowed to exist by vote of the disinterested members of the Board of Trustees (i.e., without the participation or vote of the interested person<sup>1</sup>), it is required that the conflict be reconsidered annually until it is resolved.

---

<sup>1</sup> For these purposes "interested person" shall have the meaning(s) set forth in Cal. Corp. Code § 5227 and Section 4958 of the Internal Revenue Code of 1986.

For the purposes of this statement, the following are examples of relationships with the companies on the attached list that should be disclosed:

1. If the member (a) is or has been a director, an executive officer of or owns in excess of a 5% equity interest in any of said companies; (b) expects to receive payments from any of the companies in excess of 5% of the member's net worth; (c) owns in excess of a 5% equity interest in any firm or entity to which the Foundation or UCR is indebted to; or (d) is a member of any firm or entity that has been retained by said companies where the revenue received by said firm or entity in connection with such retention exceeds 5% of such firm or entity's gross revenue;
2. As to Mutual Funds, the ownership test applies to the Fund and not the securities owned by the Fund;
3. Bank Accounts need not be disclosed; and
4. If there are relationships with the said companies that are of a significant nature, that provide to the member benefits or opportunities different than those provided to the general public, and that do not fit into the above categories, they should be disclosed so that the Foundation can determine if there are possible conflicts that require discussion with the Board of Trustees.

### **Confidentiality**

Members may be privy to financial information and details pertaining to donors and gifts to the University. Trustees and committee members agree to hold such information in trust and confidence, not to disclose the information, or any portion thereof, to any third party, and not to use the information, or any portion thereof, for any purpose except to make decisions with direct respect to the activities of the Foundation. No Trustee or committee member may disclose any Foundation or UCR information that is available solely as a result of his or her Foundation affiliation to any person not authorized to receive such information.

Members agree to hold in trust contact information of other members, utilizing the Foundation's membership rosters solely for official Foundation business. Business or political use of a Foundation roster is specifically prohibited. Individual members shall not authorize the use of the name, endorsement, services or property of the Foundation. Such decisions will be made by the Foundation's Executive Committee or Board of Trustees, and only then to advance the mission of the Foundation and in conformance with the Foundation and University policies.

### **Community**

The Foundation is committed to creating and maintaining an environment in which all persons who participate in Foundation programs and activities can work together in an atmosphere free of all forms of harassment, exploitation, or intimidation, including behaviors of a sexual nature. Specifically, every member of the Board and committees should be aware that the Foundation is strongly opposed to harassment and that such behavior is prohibited both by law and by University policy.

It is the policy of the University not to engage in discrimination against or harassment of any person employed by, seeking employment with or involved in any activities of the University on the basis of race, color, national origin, religion, sex, gender identity, pregnancy, physical or mental disability, medical condition (cancer-related or genetic characteristics), ancestry, marital status, age, sexual orientation, citizenship, or status as a covered veteran. This policy is intended to be consistent with the provisions of applicable State and Federal laws and University policies. The Foundation seeks and encourages representation from all members of UCR's diverse community, including but not limited to academic, ethnic, gender, professional, and regional representation.

Acknowledgement & Certification

My signature below confirms that to my knowledge, except as set forth below, neither I, nor my spouse, nor any member of our respective families has or had any direct or indirect financial interest in any corporation or other entity listed on the next page or that I am otherwise aware of as listed below that would be a conflict of interest as defined in this UC Riverside Foundation Ethics and Conflict of Interest Statement. I further confirm that, except as disclosed below, neither I, nor my spouse, nor any member of our respective families is being compensated by the UC Riverside Foundation. Finally, my signature indicates that I have received, understand and agree to comply with the terms of this 4 page *UC Riverside Foundation Ethics and Conflict of Interest Statement*.

I understand that this information is being solicited in order that the Foundation may monitor its compliance with the applicable laws and regulations governing nonprofit corporations. I agree to advise the Foundation of any changes in the information set forth herein.

Sincerely,

---

(Signature)

---

Date

---

(Please print name)

Disclosures or other Comments:

Apex Capital Management	ReadyTalk
Artisan Global Value Fund	Riverside Rubber Stamp & Engraving
Atlas Enhanced Fund, LTD	SPDR S&P 500
Bank of America	SPDR Barclays High Yield Bond ETF
Barnes & Noble Booksellers	SPDR Barclays Cap Interim Corporate Bond ETF
Blackbaud, Inc.	SPDR Barclays Tips ETF
BNY Mellon Wealth Management	SPDR DJ Wilshire Global Real Estate ETF
ClearBridge Asset Management	SPDR S&P International Small Cap ETF
Clearwater Analysis	SPDR S&P Midcap 400
CMS Publishing	State Street Global Advisors
Coalfire	Steven C. Bunyak
CyberSource	Successories
DeGuire Weed Abatement	Vanguard Emerging Markets Stock Index ETF
Ecovate Inc.	Vanguard Total Bond Market Index Fund
FedEx	Vaughan Nelson Investment Management
First Eagle Global Fund	Vertical Venture Partners
Franklin Covey	Virtus Insight Emerging Markets Opportunities Fund C1 I
Graham Absolute Return Ltd. Fund	Wasatch Emerging Markets Small Cap Fund
Graystone Consulting	William Blair International Growth Fund C1 I
Hamilton Lane Private Market Opportunities Fund	Young's Market Company
Highlander Venture Fund, L.P.	
iPath Bloomberg Commodity Index Total Return ETN	
iShares Core MSCI Emerging ETF	
iShares Core S&P Mid-Cap ETF	
iShares iBoxx \$ High Yield Corporate Bond Fund	
iShares MSCI EAFE Index ETF	
iShares Russell 2000 Index ETF	
KPMG LLP	
Mathews Asia Dividend Fund	
The Mission Inn	
Morgan Stanley Wealth Management	
Oakmark International C1 I Fund	
OfficeMax	
Park Street Capital Natural Resources Fund II	
Panera Bread Company	
pcnametag, Inc	
Personalized Paper Manufacturing Group	
PG Cale Incorporated	
PIMCO Income Fund	
Powershares FTSE RAFI US 1000 ETF	
PricewaterhouseCoopers LLP	
Public Identity, Inc.	