



## **Wild Sheep Foundation, Inc.**

### **Director's Code of Conduct**

WSF plays a significant role in the philanthropic community and is committed to being an innovative, unique and responsive organization. The only way to achieve this commitment is by providing a high level of service, demonstrating leadership, and acting with unquestionable integrity.

As a tax-exempt, public charity, WSF has a fiduciary obligation to its donors and the general public. The issue of public trust demands that Directors (the "Director" or "Directors") of WSF's Board of Directors (the "Board") act with integrity and in accordance with high ethical principles in all of its activities. WSF also expects Directors to recognize and avoid activities and relationships that involve or might appear to involve conflicts of interest and behavior that might cause embarrassment to WSF or compromise its integrity. Accordingly, WSF is committed to integrity as the fundamental guiding principle for all of its officers, employees, trustees, directors, contractors, and vendors. WSF has prepared this Director's Code of Conduct (the "Code") to reaffirm this commitment.

The following principles provide the framework that shape WSF's business practices:

- WSF and its Directors will abide by the letter and spirit of all applicable laws and regulations and will act in such a manner that the full disclosure of all facts related to any activity will reflect favorably upon WSF.
- WSF and its Directors will adhere to the highest ethical standards of conduct in all activities.
- WSF and its Directors will deal fairly and honestly with those who are affected by their actions and treat them as we would expect them to treat us if the situation were reversed.
- WSF will promote relationships based on mutual trust and respect and provide an environment in which individuals may question a practice or action without fear of adverse consequences.
- WSF believes that the exchange of information, except for information of a confidential or proprietary nature, promotes performance, teamwork, and innovation. Directors are encouraged to share their ideas, suggestions, and concerns with the organization.

## **GENERAL CONDUCT**

Directors are expected to refrain from misconduct in their capacity as a Director. Misconduct is grounds for immediate termination from the Board.

## **CONFLICTS OF INTEREST**

Directors owe their loyalty to WSF and their energies when called upon to conscientiously fulfilling the fiduciary responsibilities of a WSF Director. In this regard, it is contrary to WSF policy for a Director or his/her "Family Member" (being defined as a spouse, domestic partner, parent, child, friend or any other person or entity with which the Director is closely identified) to:

- Hold or maintain an inappropriate financial or management interest in or relationship with (i) a supplier, donor, depositor or borrower of WSF, (ii) any enterprise which extends financing accommodations to, or receives accommodations from WSF, or (iii) any other entity that does business with WSF, unless such interest is disclosed to and approved by the appropriate WSF Board Committee. A Director shall not be deemed to have an interest in or a relationship with any corporation, firm, association or other entity whose securities are publicly traded solely because such person together with such person's parents and spouse, own in the aggregate, or have an aggregate beneficial equity interest, less than 5% of such company's shares.

## **CREDIT AND CRIMINAL BACKGROUND CHECKS**

**Due to the fiduciary nature of WSF's operations, Directors acknowledge, understand, and consent to WSF completing a criminal record search, and a credit agency or other background report on each Director.**

## **GIFTS**

No personal gifts should be offered or received where the gift is intended to influence a person to improperly exercise business or professional judgment.

## **REPORTING AND INVESTIGATION OF VIOLATIONS**

As part of its commitment to ethical and legal conduct, WSF expects its Directors to bring any information regarding suspected improper conduct whether or not under this Code to the attention of the Board. To the extent possible, the identity of the Director making the report will be kept confidential. Directors will be expected to cooperate in the investigation of any alleged violation of the Code. If the result of WSF's investigation indicates that corrective action is required, the Board will decide what steps should be taken to rectify the problem and prevent its recurrence.

## **DISCIPLINE FOR VIOLATIONS**

Disciplinary actions may be taken for:

- Authorization of or participation in actions that violate the Code.
- Failure to report a violation of the Code or to cooperate in an investigation.
- Retaliation against an individual for reporting a violation or possible violation of the Code.

Disciplinary action may, when appropriate, include termination from service on WSF's Board.

**DIRECTOR ACKNOWLEDGMENT**

I acknowledge that I have received a copy of WSF's Director's Code of Conduct. I acknowledge that the provisions of the Code are part of the terms and conditions of my responsibilities as a Director. By signing this Code, I acknowledge that I have read and understand the Code and agree to comply with it.

\_\_\_\_\_  
Signature of Director

\_\_\_\_\_  
Printed Name of Director

\_\_\_\_\_  
Date