



## THE UNIVERSITY OF SOUTHERN MISSISSIPPI FOUNDATION Code of Ethics

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The Board of Directors (the “Board”) of The University of Southern Mississippi Foundation (the “Foundation”) has been given the responsibility and authority to ensure that the interests of the Foundation and The University of Southern Mississippi (the “University”) are appropriately managed, protected and preserved. Consequently, the Directors of the Foundation shall be required to adhere to this Code of Ethics.

For purposes of this Code, the term “Director” shall mean all persons defined as Directors and Ex-officio members of the Board by the Bylaws of the Foundation and all persons who are not elected Directors but who are members of committees, subcommittees or councils in accordance with said Bylaws.

### STANDARDS OF CONDUCT

As a Director I acknowledge that I have an obligation to act in the most ethical manner, including:

- (1) Embodying, exemplifying and enforcing this and all other Foundation Codes of Ethics or Conduct.
- (2) Exhibiting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- (3) Ensuring full, fair, accurate, timely and transparent disclosure in reports and documents that the Foundation files or publishes and in other public communications made by the Foundation.
- (4) Acting in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated.
- (5) Complying with all applicable governmental laws, rules, and regulations; established and/or enforced by federal, state, county, city or other governmental agencies; as well as other public or private regulatory agencies to which the Foundation is subject.
- (6) Refraining from taking any action that unduly or fraudulently influences, coerces, manipulates, or misleads any employee of the University, third party contractor, auditor, or governmental representative engaged in the audit or review of the financial or non-financial records.

- (7) Reporting promptly to the President of the Foundation any illegal or unethical conduct by a Director or member of the Foundation Staff that has occurred, is occurring, or may occur; including any violations of this Code of Ethics or conduct of a financial or non-financial nature.
- (8) Maintaining the confidentiality of any information which has been designated as confidential or which the Director, in the exercise of reasonable care, has reason to believe should be confidential.
- (9) Recognizing his or her fiduciary duties involving the solicitation, management, investment and safeguarding of funds belonging to the Foundation, the University, or any other individuals or entities.
- (10) Acknowledging and affirming this Code of Ethics by his or her signature on an annual basis.

Violations of this Code of Ethics shall be reported to the President of the Board whether the violations are of a financial or non-financial nature.

By signing this statement, I acknowledge that I have read, understood and agree to adhere to this Code of Ethics. I further understand that the Foundation Board shall have the sole and absolute discretionary authority to approve any deviation from or waiver of this Code of Ethics. Violations of this code, including failures to report violations by others, will be viewed as a severe disciplinary matter that may result in removal from the Board. No person will be subject to retaliation because of a good faith report of a suspected misconduct.

READ, UNDERSTOOD, and AGREED:

\_\_\_\_\_  
**Signature**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**Printed Name**

\_\_\_\_\_  
**Position**