

**ETHICAL GUIDELINES AND PRACTICES OF
UNITED JEWISH APPEAL- FEDERATION OF JEWISH
PHILANTHROPIES OF NEW YORK, INC.**

Most recently amended by UJA-Federation Board of Directors as of January 21, 2021

**ETHICAL GUIDELINES AND PRACTICES OF
UNITED JEWISH APPEAL - FEDERATION OF JEWISH
PHILANTHROPIES OF NEW YORK, INC.**

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**ETHICAL GUIDELINES AND PRACTICES OF
UNITED JEWISH APPEAL - FEDERATION OF JEWISH
PHILANTHROPIES OF NEW YORK, INC.**

INTRODUCTION

United Jewish Appeal-Federation of Jewish Philanthropies of New York, Inc. (“UJA-Federation”) is a nationally and internationally known and respected public charity and nonprofit organization, with a long-standing reputation for lawful and ethical conduct. We believe the trust and confidence of our donors, volunteers and other supporters depend on our continuing to maintain the highest standards of ethical and lawful conduct. It is also UJA-Federation’s position that all of its leaders must comport themselves so that there is not even the appearance of conflict between personal interests and those of the organization. To ensure the continuity of its high standards of conduct, UJA-Federation desires to set forth the common understandings that must exist among its many lay leaders and other members of the community regarding its practices.

These Ethical Guidelines and Practices are divided into two parts: Part I is UJA-Federation’s Conflict of Interest Policy, which incorporates provisions of the New York Nonprofit Revitalization Act of 2013 (the “Act”) and applies to UJA-Federation’s leadership, other volunteers and staff members.* The Conflict of Interest Policy is also referenced in UJA-Federation’s By-Laws, as an essential part of the organization’s governance. Part II of the Ethical Guidelines and Practices outlines the fiduciary responsibilities and standards of conduct for UJA-Federation’s volunteer leaders. The Ethical Guidelines and Practices do not contain all of UJA-Federation’s rules and policies, but are intended to set forth best practices and to assist in understanding UJA-Federation’s policies and practices relating to: conflicts of interest, the fiduciary duties of volunteer leaders, business transactions and award of contracts, agency board memberships of volunteer leaders, allocations processes, lobbying and political participation, rules regarding confidential information and Whistleblower Policy. In this way, the organization seeks to clarify principles that must guide its conduct and the conduct of its volunteer leaders, and to provide guidance in resolving ethical and legal questions that might arise.

Except where otherwise defined, reference to UJA-Federation’s “volunteer leaders” in these Ethical Guidelines and Practices is intended to include members of UJA-Federation’s Board of Directors, Departments and committees, as well as other volunteers who actively participate in the organization without holding specific leadership positions (collectively, our “Volunteer Leaders”).

* UJA-Federation’s Conflict of Interest Policy for staff, other than Key Employees (as defined in Appendix “A” annexed to these Ethical Guidelines and Practices), is incorporated within its Employee Policy Manual.

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PART I. CONFLICT OF INTEREST POLICY

A. Introduction

This Conflict of Interest Policy addresses perceived, potential or actual conflicts of interest that may arise. The policy is designed to ensure that all institutional decisions are made solely to promote the best interests of UJA-Federation without favor or preference based on personal considerations and to set forth best practices for the highest ethical conduct by Volunteer Leaders and Key Employees in accordance with applicable law. The policy serves to promote the identification, disclosure, evaluation and disposition of real, potential or apparent conflicts of interest.

Conflicts of interest are not inherently illegal, nor are they a reflection upon the integrity of the individual involved. The manner in which the conflicted individual and UJA-Federation's Board of Directors, officers and Key Employees deal with a conflict of interest will determine whether they have fulfilled their duties to the organization. Therefore, the crucial steps in handling conflicts of interest are: disclosure of potential or actual conflicts; discussion and decisions by disinterested directors with respect to whether to enter into the transaction, agreement or other arrangement that involves a conflict, on the basis of what is fair, reasonable and in the best interests of UJA-Federation; and consideration of alternatives to the transaction, agreement or arrangement, where appropriate.

The purpose of this Conflict of Interest Policy is to protect the interests of the organization when it is contemplating entering into a transaction, agreement or other arrangement that might benefit the private interest of a Volunteer Leader or Key Employee or might result in the Volunteer Leader or Key Employee obtaining an economic benefit that exceeds the value of the services, property or payment that UJA-Federation receives in return. This Policy is also intended to encourage full disclosure so that other potential conflicts of interest (such as those with other agency boards), will be known, and can be properly addressed. Finally, this Policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to charitable organizations.

B. Definition of "Conflict of Interest":

A "Conflict of Interest" may arise when a Volunteer Leader has an existing or potential financial interest or other material interest that impairs, or might impair, or that gives the appearance of impairing, his or her independence or objectivity in the discharge of his or her responsibilities and duties to UJA-Federation. As the organization seeks to attract individuals who have knowledge, contacts or interests in fields of relevance to UJA-Federation to serve as Volunteer Leaders, it is to be expected that such individuals may on occasion have business or personal interests which may give rise to Conflicts of Interest.

A Volunteer Leader may have a Conflict of Interest when the Volunteer Leader (or his or her "Family Member" as defined in Appendix "A") receives or may receive money or any other valuable consideration from UJA-Federation, or has an interest in an entity that receives or may be expected to receive money or any other valuable consideration from UJA-Federation (further described in Appendix "A" as "Related Parties"). For example, if an entity in which the Volunteer Leader is a principal or employee has received or may be expected to receive any compensation from UJA-Federation for goods or services provided, or if the Volunteer Leader

holds a leadership position or has another material relationship with another not-for-profit corporation that receives or may be expected to receive funding from UJA-Federation, a potential Conflict of Interest would likely exist. Volunteer Leaders should make full disclosure of any possible financial interest or other material interest that might impair, or appear to impair, his or her independence or objectivity in the discharge of his or her responsibilities and duties to UJA-Federation.

To avoid even the appearance of a Conflict of Interest, UJA-Federation Volunteer Leaders who are in a position to make or influence the organization's purchasing decisions should not accept gifts (other than those of nominal value) from a third party, such as a vendor who is or may be seeking to sell goods or services to UJA-Federation.

C. Disclosure, Reporting and Review of Conflicts of Interest

1. Annual Disclosure by Volunteer Leaders; Disclosure by Board Members

Each year, all Volunteer Leaders must complete, sign and submit to UJA-Federation's General Counsel, Chief Compliance Officer and Secretary (hereinafter, the "General Counsel") a written disclosure statement identifying to the best of their knowledge any potential Conflicts of Interest that may exist. (A form of UJA-Federation's disclosure statement is attached as Appendix "B" hereto).

In addition, as required by the Act, each UJA-Federation Board Member must submit the disclosure statement to the General Counsel prior to his or her initial election and annually thereafter. Moreover, with respect to annual disclosure, each UJA-Federation Board member shall submit the completed disclosure form annually to the General Counsel either: (a) within ten (10) weeks from the date of his or her election to the Board, or (b) before the date of the annual September meeting of the Board, whichever is sooner. UJA-Federation's By-Laws provide that if timely disclosure is not made, the director's vote shall not count for the remainder of his or her term of service and such director shall not be re-nominated to serve as a director at the conclusion of his or her term.

2. Reports of Conflicts of Interest

Reports of Conflicts of Interest shall be referred to the Standards and Conflicts Committee, as provided in UJA-Federation's By-Laws. UJA-Federation has designated its Standards and Conflicts Committee as the committee authorized to accept statements from Volunteer Leaders disclosing the existence of a Conflict of Interest, in accordance with Section 715-A of the Act. UJA-Federation's Audit Committee is designated to receive complaints of financial impropriety or reporting irregularities within the organization.*

If at any time during his or her term of service, a Volunteer Leader has a Conflict of Interest, or otherwise a circumstance arises which may pose a Conflict of Interest with UJA-Federation, that interest shall be promptly disclosed in writing to UJA-Federation's General Counsel or Chair of the Standards and Conflicts Committee.

* Reports pursuant to UJA-Federation's Whistleblower Policy (attached to these Ethical Guidelines as Appendix "C") may be referred to these committees as well.

3. Matters to be Disclosed

(a) Description: In the annual disclosure statement submitted by each Volunteer Leader, he or she shall disclose, to the best of his or her knowledge: (i) any entity of which he or she is an officer, director, trustee, member owner (either as a sole proprietor or a partner), or employee, with which UJA-Federation has a relationship; and (ii) any transaction in which UJA-Federation is a participant where the Volunteer Leader might have a conflicting interest. The Volunteer Leader must update statement as necessary to reflect changes during the course of the year.

(b) Business Transaction: If a Volunteer Leader has an interest in a proposed Business Transaction (as defined in Appendix "A") with UJA-Federation (i) in the form of a personal financial interest (an ownership or investment interest) in the transaction, or (ii) through an affiliation with the board of a beneficiary agency, he or she must disclose such interest to UJA-Federation and be given the opportunity to provide all material facts. In the case of a personal financial interest, disclosure must be made before any discussion or negotiation of such Business Transaction.

(c) Related Party: It is UJA-Federation policy that no contract may be entered into between UJA-Federation and any Volunteer Leader, a Family Member of a Volunteer Leader, or another Related Party that would benefit from the Business Transaction, unless full disclosure of the relationship is made to the appropriate committee prior to such arrangement and determined to be in the best interests of the organization, as described in this Conflict of Interest Policy

(d) Agency: In the case of a Volunteer Leader's affiliation with a beneficiary agency, disclosure by the Volunteer Leader must be made prior to any Board, Department or committee discussions and/or votes pertaining to funding decisions relating to that agency, as discussed more fully in paragraph 5 below.

(e) Related Vendor: A Volunteer Leader shall disclose any direct interest or indirect interest he/she or any Family Members may have in any business arrangement, agreement, investment or other relationship with a Related Vendor (vendors with whom UJA-Federation has business contracts valued over \$100,000 per annum) that has resulted in a personal benefit to the Volunteer Leader or his/her Family Members, or that might reasonably be expected to result in such a benefit in the future. Upon disclosure of such an interest, UJA-Federation will review any contract it may have with such Related Vendor.

4. Recusal; Non-Participation; No Attempts to Influence

A Volunteer Leader who sits on the board of a grantee agency, or who has a Family Member residing in the same household who sits on such a board is a "Dual Fiduciary". A Dual Fiduciary shall recuse himself or herself whenever the UJA-Federation Board, Department or Committee on which the Dual Fiduciary serves is presented with a resolution that may specifically affect such grantee agency. When recusal is required, after such disclosure, the Dual Fiduciary may provide information and answer questions concerning the proposed resolution and then recuse himself or herself from the meeting while the Board, Department or Committee holds further discussion and votes on the matter in question. *Provided, however*, that recusal shall not be required for a resolution presented to the UJA-Federation Board that affects substantially all grantee agencies, such as the annual appropriations resolution, or that proposes an allocation

to a broad category of grantees that are not readily identifiable, such as all day schools or all Jewish Community Centers that are eligible to receive funding from UJA-Federation.

5. Key Volunteer Leaders Prohibited from Serving on Certain Other Boards

Effective July 1, 2021, UJA-Federation's Chair of the Board, President, Treasurer, General Planning Chair, Immediate Past President, Campaign Chairs and Department Chairs (collectively, "Key Volunteer Leaders"), shall be prohibited from serving on the board of any Core Partner agency, the Jewish Agency for Israel ("JAFI"), and the Joint Distribution Committee ("JDC") (each, a "Core Agency"). The foregoing prohibition shall not apply to a Key Volunteer Leader who is designated for service on the board of a Core Agency by the President of UJA-Federation pursuant to the provisions of UJA-Federation's By-laws.

6. Related Vendors: Internal Procedure Following Disclosure of Relationship

If a lay leader and/or key employee discloses a direct interest (or a family member's direct interest) in any business arrangement, agreement, investment or other relationship with a Related Vendor that has resulted in a personal benefit to either the individual or his/her family members, or might reasonably be expected to result in such benefit in the future, UJA-Federation shall review any existing contract it has with such Related Vendor.

7. Procedure Concerning Conflicts of Interest

Upon being advised of a potential or actual Conflict of Interest, the organization shall follow the procedures outlined below, according to the type of Conflict of Interest presented, as determined by the General Counsel, and pursuant to provisions of Section 715 of the Act:

- (a) If the Conflict of Interest inquiry is routine, the General Counsel shall provide a response to the inquiry and prepare a written memorandum to the Chair of the Standards and Conflicts Committee and to the Chief Executive Officer/President describing the inquiry and its resolution;
- (b) If the Conflict of Interest inquiry requires consideration, the General Counsel shall review the matter with the Chair of the Standards and Conflicts Committee, and with the Chief Executive Officer, President and/or Chair of the Law Committee, as appropriate;
- (c) If the matter is more complex and requires substantive review, the matter shall be referred to the Standards and Conflicts Committee for deliberation; and
- (d) If the matter involves a Related Party Transaction or other material Conflict of Interest, the following procedure shall be undertaken:
 - i. The General Counsel shall present the matter to the Chair of the Standards and Conflicts Committee for review, and at the Chair's request, the matter shall be reviewed by the independent Board members of the Standards and Conflicts Committee (together with the President and Chief Executive Officer of UJA-Federation). The independent Board members and the President shall consider the matter and vote whether to recommend that the Executive Committee approve the transaction as fair, reasonable and in the best interests of the organization at

the time of the determination. If the Related Party has a substantial financial interest in a transaction with UJA-Federation, the Standards and Conflicts Committee's review of the matter shall include alternative transactions that do not present a conflict of interest, to the extent available. No Related Party or person who otherwise presents a Conflict of Interest may participate in the deliberations or voting concerning the matter. A recommendation to approve shall require a majority vote (subject to all applicable quorum requirements) of the independent Board members and the President who are present at the meeting; and

- ii. The recommendation of the Standards and Conflicts Committee shall be presented to the Executive Committee for approval, at the request of the Chair of the Standards and Conflicts Committee. In its deliberations, the Executive Committee shall determine whether the transaction was fair, reasonable and in the best interests of UJA-Federation after considering alternative transactions if appropriate.

(e) If the matter involves a Related Vendor, the following procedure shall be undertaken: UJA-Federation shall review any contract it has with such Related Vendor.

8. Contemporaneous Record

The minutes of the Standards and Conflicts and/or Executive Committee meetings at which the foregoing matters are discussed and/or voted on shall be prepared contemporaneously and shall contain:

- (a) The name(s) of the Volunteer Leader(s) involved in the Related Party Transaction or material Conflict of Interest, the nature of the Conflict of Interest and the extent of the Volunteer Leader's participation in the meeting;
- (b) A record of any determination as to whether the transaction was fair, reasonable and in the best interests of the organization, and the specific reasons supporting the determination, including any alternatives to the proposed transaction which were considered; and
- (c) The names of the persons present for discussions and votes relating to the Related Party Transaction or material Conflict of Interest, the content of the discussion and a record of any votes taken in connection therewith.

In addition to the other materials to be prepared pursuant to this paragraph 8, a written record of the inquiry raised in any of the instances outlined in paragraphs 7(a) through 7(d) above and its disposition shall be prepared by the General Counsel, subject to all applicable rules of privilege and attorney work product.

9. Retention of Disclosure Statements

Disclosure statements and other materials described in the foregoing sections shall be retained in the confidential files of the General Counsel.

10. Violations of the Conflict of Interest Policy

If UJA-Federation has reasonable cause to believe that a Volunteer Leader has failed to disclose a Related Party Transaction, a Conflict of Interest or otherwise violated this Conflict of Interest Policy, the Volunteer Leader shall be apprised of the apparent Conflict of Interest and the basis for such belief, and he or she shall be afforded an opportunity to explain the omission. If, after hearing the response of such individual and making further investigation as warranted, the authorized committee or Board determines that the Volunteer Leader has purposefully or in bad faith failed to disclose the Interest or otherwise violated this Policy, appropriate action shall be taken.

PART II. STANDARDS OF CONDUCT

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PART II. STANDARDS OF CONDUCT

A. Fiduciary Duties Pursuant to Statute

1. Duty of Care

The “duty of care” is the standard of conduct expected of UJA-Federation Volunteer Leaders as they oversee the activities of the organization. Under the New York Not-for-Profit Corporation Law, the directors and officers of a nonprofit organization shall “discharge the duties of their respective positions in good faith and with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions.”

2. Duty of Loyalty

The New York Not-for-Profit Corporation Law mandates that each UJA-Federation director and officer has a duty to place the interests of UJA-Federation foremost in any dealings with the organization and has a continuing responsibility to comply with the requirements of this policy. This duty broadly commands directors and officers of nonprofit organizations to have an undivided allegiance to the organization’s mission and to refrain from using their position, information they have about UJA-Federation or UJA-Federation’s property to secure a pecuniary benefit for themselves or a Related Party. All UJA-Federation Volunteer Leaders shall be subject to this duty of loyalty. Accordingly, no Volunteer Leader may use his or her position at the organization for personal gain or to benefit another at the expense of UJA-Federation, its mission or its reputation.

Therefore, UJA-Federation Volunteer Leaders may not actively and aggressively advocate for their own personal economic interests (or for other organizations in which they have a personal interest), either formally at Board, Department or committee meetings or informally through private contact, communication, and discussion. Similarly, Volunteer Leaders may not obtain for themselves, their relatives or their friends a material benefit of any kind from their association with UJA-Federation, or from the knowledge gained therefrom.

B. Policies Pertaining to Certain UJA-Federation Committees

1. Investment Committee: The Investment Committee is responsible for selecting managers for UJA-Federation’s Endowment Fund and Retirement Plan portfolios.

- No member of the Investment Committee (or his or her Family Member) shall manage, participate in any manager selected to manage, or otherwise have a material ownership interest in the manager of a fund in which UJA-Federation invests. It is UJA-Federation’s practice to award money management business and execution business to brokers and investment managers based solely on merit, although there are instances where investment managers and brokers are also donors to UJA-Federation.
- Each Investment Committee member shall disclose to the Investment Committee as a whole the nature of his or her affiliation or relationship, if any, with an investment vehicle, investment advisor or manager being considered in connection with the investment of UJA-Federation’s funds. A copy of such disclosure shall be provided to the General Counsel.

- All decisions by the Investment Committee to hire investment advisors or managers shall be made by the vote of members of the Investment Committee that are not Related Parties with respect to the investment advisor or manager under consideration.
 - The Investment Committee shall adopt a policy to guide the committee and set out criteria and standards to be incorporated as part of its deliberations.
 - The Investment Committee shall report on its activities to the Executive Committee and the Finance Committee on a regular basis, providing information regarding: (i) UJA-Federation's investment managers; (ii) the amount of funds UJA-Federation has invested and the asset allocation; (iii) detailed investment performance; (iv) lock-up requirements; and (v) existing investments or investment opportunities that might adversely affect UJA-Federation's reputation.
2. **Other Committees:** The principles described in paragraph B(1) above shall apply equally to other committees in their dealings with outside vendors and contractors.
 3. **Committee on Planned Giving & Endowments:** The Committee on Planned Giving & Endowments (the "PG&E Committee") develops policies regarding planned gifts and endowments established for the benefit of UJA-Federation. No member of the PG&E Committee (or his or her Family Member) may receive payments, commissions or other financial benefit, directly or indirectly (including through the committee member's business), from the sale or promotion of insurance policies, annuities or similar charitable interest vehicles which name UJA-Federation and/or a UJA-Federation network agency as a beneficiary.

C. Workplace Harassment and Discrimination

Although UJA-Federation Volunteer Leaders are not employees of UJA-Federation, the organization expects that whenever Volunteer Leaders act or appear to be acting on behalf of the organization, they will comply with the policies against workplace discrimination and all forms of harassment, including sexual harassment, that are contained in UJA-Federation's Employee Manual. This proscription includes all interactions by a Volunteer Leader – whether at UJA-Federation's premises or elsewhere – with (i) UJA-Federation Employees; (ii) other Volunteer Leaders; or (iii) anyone else while the Volunteer Leader is acting, or appearing to act, on behalf of UJA-Federation. A Volunteer Leader who violates these proscriptions can subject UJA-Federation to injury, including reputational injury, and damage important UJA-Federation relationships. Such violations shall be subject to the procedures described in Part II, Paragraph D of these Ethical Guidelines ("Allegations of Wrongdoing").

D. Allegations of Wrongdoing

Preservation of UJA-Federation's reputation and maintaining the highest standards of integrity within the organization is of paramount importance. Accordingly, UJA-Federation Board members are to act in the best interests of the organization with primary concern for the preservation of UJA-Federation's reputation and, consistent with their fiduciary duties, being mindful to bring respect to the organization and support for its high standards of integrity.

In situations where allegations of wrongdoing by (1) UJA-Federation Volunteer Leaders, or (2) vendors and service providers (including investment managers) used by UJA-Federation, are raised by governmental officials or regulatory authorities (or when other similar types of

accusations or claims arise), the issue of what would constitute a proper response by UJA-Federation shall be referred to the Chair of the Standards and Conflicts Committee (although the Chair, in his or her discretion, may determine whether the process should continue if the Volunteer Leader independently resigns). The Chair shall then refer the matter for consideration to the full committee or to a subcommittee appointed by the Chair. A recommendation from the Standards and Conflicts Committee or its subcommittee regarding an appropriate response to the matter shall be presented to UJA-Federation's President and Chair, who may, in their discretion, present the issue to the Executive Committee. The recommendations of the Standards and Conflicts Committee and its subcommittee are to be guided by the principles stated above, that preservation of UJA-Federation's reputation and maintaining the highest standards of integrity within the organization are of utmost importance.

Nothing in the foregoing paragraph shall prevent UJA-Federation (including the Standards and Conflicts Committee) from taking or recommending such action as it deems appropriate – whether directly or indirectly – to redress wrongful acts committed by Volunteer Leaders, by vendors or service providers, or by any other person or entity.

E. Whistleblower Policy

UJA-Federation has adopted and implemented a Whistleblower Policy as part of its comprehensive effort to maintain the highest standards of ethical conduct. The Whistleblower Policy was established to encourage reports about perceived violations of law or organizational policies without fear of retaliation or adverse response. (A copy of the Whistleblower Policy is attached as Appendix "C") To facilitate such reports, the organization has designated two individuals authorized to receive information regarding possible violations of law or infractions of rules or organizational policies, as well as to take appropriate steps in response to whistleblower reports. The Chair of the Standards and Conflicts Committee has been designated as the primary Volunteer Leader to receive such complaints of wrongdoing from members of the Board and other Volunteer Leaders. UJA-Federation's General Counsel has been designated as the primary contact person to receive such reports of wrongdoing from staff. Either is authorized to receive any and all reports regarding information of improper practices.

In addition, to help ensure that everyone will feel free to communicate his or her concerns anonymously, the organization has set up a dedicated phone line and secure email address outside of the UJA-Federation network. Current contact information is in the Whistleblower Policy, which is attached to these Ethical Guidelines and posted on UJA-Federation's website.

The Whistleblower Policy applies to UJA-Federation and its employees, Board members and lay leaders. While this policy does not apply to grantee agencies, which have their own policies and procedures, if UJA-Federation receives a report about possible violations at a grantee agency, we will apprise the agency of such report and inquire about steps taken to address the complaint.

The Standards and Conflicts Committee has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations.

F. Political Participation

1. Legal Restrictions:

UJA-Federation is recognized as a public charity and has received from the Internal Revenue Service (“IRS”) the status of a tax-exempt organization, in accordance with Section 501(c)(3) of the Internal Revenue Code. To preserve this special status, UJA-Federation must abide by certain rules – specifically, UJA-Federation, as an exempt organization, is absolutely prohibited from supporting or opposing a political candidate for any local, state or federal office, or from contributing to a political party or a political action committee.

Failure to strictly comply with this requirement may result in a violation of federal tax law, federal Election Laws and state law. Improper activities can lead to, for example: an excise tax on the organization, its directors, officers and responsible employees; the revocation of the organization’s tax exempt status by the IRS; and the initiation of a lawsuit by the Federal Election Department against an organization for making a “contribution, or expenditure, in connection with any [federal] election”.

2. Volunteer Leader and Key Employee Responsibilities

In light of the foregoing, Volunteer Leaders are urged to keep their individual political activities carefully segregated from their relationship with UJA-Federation. Volunteer Leaders should not lend their names to political endorsements or advertisements unless they first ascertain that their affiliation with UJA-Federation is not in evidence. A listing including that Volunteer Leader’s affiliation with UJA-Federation, even with a disclaimer “for identification purposes only”, might be construed as the official policy of the organization. If Volunteer Leaders choose to make a written statement about a candidate, they should use their own personal or professional stationery so it will not be perceived as a statement issued on behalf of UJA-Federation.

In accordance with those restrictions as well as internal UJA-Federation policy, the President, Chair of the Board, Chief Executive Officer of UJA-Federation, and Chair of the Government Relations and Advocacy Committee (and members of their immediate families residing in their respective households) should refrain from financially supporting any partisan political activity. Other Key Employees of UJA-Federation may participate in partisan political activities without reference to their affiliation with UJA-Federation.

G. Confidential Information

One of UJA-Federation’s most valuable assets is its Confidential Information (defined in Appendix “A”). The security and integrity of all Confidential Information must be diligently protected. Accordingly, Volunteer Leaders should not disclose or use any of UJA-Federation’s Confidential Information for personal benefit or for non-UJA-Federation related purposes, including, for example, the use of such Confidential Information for investment activities, personal financial gain, or any other purpose unrelated to UJA-Federation’s charitable mission.

H. Awarding Contracts

UJA-Federation will award contracts based upon an assessment of the quality and merit of the vendor and its ability to perform the proposed contract, consistent with the fiduciary requirement that all contracts be fair, reasonable, negotiated on an arms’-length basis and in the best interests of the community it serves.

I. Business Dealings with Staff

During their terms of service and for twelve (12) months thereafter, Volunteer Leaders shall not use their influence as valued friends of the organization to seek personal business opportunities from UJA-Federation staff. In such “business” dealings between the Volunteer Leader and a UJA-Federation staff person, the staff person may be forced to choose between his or her personal preference and his or her professional interest in maintaining the valued relationship with that Volunteer Leader. Accordingly, to maintain appropriate relationships within the organization, solicitation of business from UJA-Federation staff by Volunteer Leadership shall be strictly prohibited.

J. Waiver of Ethical Guidelines

A requested waiver of any provision of these Ethical Guidelines shall be subject to the same governance process as the one for amending the Ethical Guidelines, including thorough review and approval of the requested waiver by UJA-Federation’s Standards and Conflicts Committee, Executive Committee and Board of Directors.

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APPENDIX "A"

For the purposes of these Ethical Guidelines and Practices, the following terms shall have the following definitions:*

1. KEY EMPLOYEES: The following are Key Employees of UJA-Federation:

- (a) The Chief Executive Officer;
- (b) The Chief Financial Officer;
- (c) The Chief Investment Officer;
- (d) The Executive Vice President for FRD;
- (e) The Chief Planning Officer;
- (f) The Senior Vice President for External Relations and Public Policy;
- (g) The Chief Marketing Officer; and
- (h) The Vice President of Regions.

2. RELATED PARTIES:

- (a) UJA-Federation's directors, officers, Department and Committee members and other active volunteer leaders (collectively, "**VOLUNTEER LEADERS**"); and
- (b) The following **FAMILY MEMBERS** of each individual described in paragraph (a) above, to include:
 - (i) his or her spouse
 - (ii) his or her ancestors
 - (iii) his or her siblings and half-siblings
 - (iv) his or her children, grandchildren and great-grandchildren (to include adoptive children, grandchildren and great-grandchildren)
 - (v) the spouses of his or her siblings and half-siblings
 - (vi) the spouses of his or her children, grandchildren and great-grandchildren (as described above)
 - (vii) his or her domestic partner (as defined in NY Public Health Law Section 1994A); and
- (c) Any entity in which the Volunteer Leader or his or her Family Member has an ownership interest in excess of five (5%) percent; and
- (d) Any entity (other than a tax-exempt organization) in which the Volunteer Leader serves as an officer, director, trustee or key employee; and
- (e) Any entity in which the Volunteer Leader or his or her Family Member owns more than thirty-five (35%) percent of the combined voting power, profits interest or beneficial interest, whether directly or indirectly, individually or collectively.

* Definitions based on the New York Non-Profit Revitalization Act of 2013, effective July 1, 2014.

3. RELATED PARTY TRANSACTION:

Any transaction, agreement or other arrangement with respect to UJA-Federation in which a Related Party has a financial interest, or where there could be an actual or perceived conflict of interest for some other reason, including if the interests of the Related Party could be seen as competing with the interests of UJA-Federation.

4. BUSINESS TRANSACTION:

A transaction involving an actual or perceived conflict of interest, including but not limited to: contracts of sale, leases, licenses, loans and arrangements for the performance of services, where such transaction does not occur (1) in the ordinary course of business and on the same terms as are generally offered to the public, or (2) in the context of a privileged relationship such as attorney-client, doctor-patient or spiritual leader-congregant.

5. CONFIDENTIAL INFORMATION:

Confidential Information shall include: UJA-Federation's donor lists, research data, financial data, computer software and equipment information, as well as its investment information, including the nature and type of its investment funds and composition of its portfolios.

6. RELATED VENDORS:

Related Vendors shall include the vendors with whom UJA-Federation has business contracts valued over \$100,000 per annum.

APPENDIX "B"

**UJA-FEDERATION OF NEW YORK COMBINED FORM
990 DISCLOSURE STATEMENT/POTENTIAL
CONFLICTS OF INTEREST STATEMENT**

APPENDIX “C”

Whistleblower Policy

Amended as of February 1, 2017 by the UJA-Federation Standards and Conflicts Committee

Introduction

UJA-Federation is committed to the highest standards of ethical conduct. Given UJA-Federation’s mission and responsibilities, which literally span the globe, all employees, Board members and lay leaders have an obligation to preserve the organization’s reputation and standing, in our community and beyond, to uphold the public trust, and to act in an ethical and lawful manner. UJA-Federation requires its employees, Board members and lay leaders (“UJA-Federation personnel”) to observe high standards of business and personal ethics, and to comply with all applicable laws and regulations, in the conduct of their duties and responsibilities for the organization. Accordingly, UJA-Federation has established a Standards and Conflicts Committee, so that potential ethical issues can receive the attention they deserve. UJA-Federation’s reputation for acting in accordance with the highest standards of ethical conduct is one of its most valuable assets. The assistance of all employees, Board members and lay leaders in preserving this asset is both expected and sincerely appreciated.

The Whistleblower Policy

As part of its overall commitment to the highest standards of ethical conduct, UJA-Federation has established a Whistleblower Policy (the “Policy”). This Policy has been developed and implemented to encourage employees and volunteers to make good faith reports of possible violations of law or infractions of rules or organizational policies by any UJA-Federation personnel, and to raise any concerns they may have about such matters, confidentially and without fear of retaliation, within UJA-Federation prior to seeking a resolution outside the organization. Reports also may be made through this process regarding inappropriate acts or possible breaches of law or established policy by entities with whom UJA-Federation does business, such as vendors or service providers, including investment managers or consultants.

PLEASE NOTE THAT THIS WHISTLEBLOWER POLICY APPLIES TO UJA-FEDERATION AND ITS EMPLOYEES, BOARD MEMBERS AND LAY LEADERS. WHILE THIS POLICY DOES NOT APPLY TO GRANTEE AGENCIES, WHICH HAVE THEIR OWN POLICIES AND PROCEDURES, IF UJA-FEDERATION RECEIVES A REPORT ABOUT POSSIBLE VIOLATIONS AT A GRANTEE AGENCY. WE WILL APPRISE THE AGENCY OF SUCH REPORT AND INQUIRE ABOUT STEPS TAKEN TO ADDRESS THE COMPLAINT.

Types of matters that should be reported under the Whistleblower Policy include suspected fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, abuse or misuse of UJA-Federation’s resources or assets, conflicts of interest, suspected compliance or ethics-related issues, concerns or violations, or suspected wrongdoing.

The Whistleblower Policy reporting mechanisms may also be used to report human resources issues, personal problems with co-workers or managers, or matters of workplace discrimination or harassment. However, these types of matters are more typically handled using the “Internal Complaint Procedures” outlined in the UJA-Federation Employee Policy Manual.

Confidentiality and Non-Retaliation

In order to encourage UJA-Federation employees and volunteers to come forward with any good faith report of suspected illegal or unethical behavior on the part of any UJA-Federation personnel, all reports made through the mechanisms established under the Whistleblower Policy will be treated as confidential to the utmost extent possible.

Reports may also be made anonymously, as described below.

Moreover, no person who makes a good faith report under the Whistleblower Policy may be subject to any form of retaliation, harassment or adverse employment action. Any employee who engages in any such retaliatory action is subject to serious disciplinary action, including possible termination of employment.

The Whistleblower Process

Any person who makes a report pursuant to the Whistleblower policy will be treated with dignity and respect.

Several avenues have been established to receive Whistleblower reports from particular sources, as described below. However, these avenues are in no way restrictive; a person making a report under the Whistleblower Policy may contact any of the following persons:

Reports from Members of the Board of Directors, Lay Leaders, and Members of the Public

The Chair of the Standards and Conflicts Committee of UJA-Federation has been designated as the primary recipient of complaints of wrongdoing from members of the Board of Directors, lay leaders and members of the public. Currently, Gary Rosenberg serves as Chair of the Standards and Conflicts Committee. Mr. Rosenberg may be reached directly at (212) 551-8410 or at grosenberg@rosenbergestis.com.

Reports from UJA-Federation Staff Members

Two persons have been designated as primary contacts to receive reports of wrongdoing from UJA-Federation staff members: UJA-Federation's General Counsel and Chief Compliance Officer and UJA-Federation's Vice President of Human Resources. Ellen Zimmerman serves as General Counsel and Chief Compliance Officer of UJA-Federation, and Sari Ferro serves as UJA-Federation's Vice President of Human Resources. Ms. Zimmerman may be reached directly at (212) 836-1312 or zimmermane@ujafedny.org. Ms. Ferro may be reached directly at (212) 836-1650 or ferros@ujafedny.org.

Reports from All Sources to an Outside Organization

To ensure that any person wishing to make a good faith report in a confidential setting will feel assured of such confidentiality, UJA-Federation has retained an outside organization, ComplianceLine, that specializes in handling reports about perceived violations of law or organizational policies. Reports to this organization may be both anonymous and non-anonymous. Instructions as to making a report may be found at www.MyComplianceReport.com (enter the Access I.D. "UJA") or by calling (888) 495-4351.

All persons receiving reports are responsible for investigating and resolving all reported complaints and allegations expeditiously, and will promptly contact the complainant to acknowledge receipt of the reported concern. If ComplianceLine receives the report, an investigation will be conducted internally by the appropriate person designated by the Chief Compliance Officer of UJA-Federation. All reports will be promptly investigated to the extent possible and appropriate corrective action will be recommended to UJA-Federation's Standards and Conflicts Committee,

Audit Committee and Executive Committee, as and if warranted by such investigation. In addition, the Chief Compliance Officer will coordinate with the Chair of the Standards and Conflicts Committee to report annually to the Executive Committee on all investigations.

Conclusion

The Whistleblower Policy has been established as part of UJA-Federation's comprehensive effort to maintain the highest standards of ethical conduct. As described above, this Policy has been structured to encourage UJA-Federation's employees and volunteers to come forward and report, in good faith, confidentially, and without fear of reprisal, any suspected violations of law or organizational rules or policies by UJA-Federation personnel.