

Code of Conduct

I. Purpose

The HSUS and its controlled affiliates (together, the “the HSUS”) are committed to maintaining the highest standards of honesty, integrity and impartiality and acting in accordance with all legal requirements. While this Code of Conduct outlines the ethical behavior expected from all directors, officers, and employees, it is not intended to be exhaustive. It is your responsibility to abide by the spirit as well as the letter of this Code as you work to advance the missions of the HSUS.

II. Scope of Policy

This Code applies to you if you are a member of the board of directors (director), officer, or employee of the HSUS or a director, officer, or employee of one or more of the HSUS’s controlled affiliates.

III. General Standards of Conduct

In connection with your work, you must:

- a. Maintain the highest standard of ethical conduct.
- b. Act at all times in the best interests of the HSUS and be aware that your actions may materially impact whether the public has confidence in the integrity of the HSUS.
- c. Comply with all laws, rules and regulations applicable to you and to the HSUS.
- d. Comply with all of the HSUS’s internal policies, procedures, and guidelines.
- e. Promptly report any actual or perceived violations of this Code. Directors should report actual or perceived violations to the Board Chair. Officers and employees should report in accordance with the policy on Reporting Suspected Violations of Law or Policy in the Employee Handbook.

You must not:

- a. Use, or allow the use of, HSUS property for activities other than HSUS activities.
- b. Attempt to conduct an activity indirectly that you are not permitted to do directly. In other words, if it would be a violation of the Code to engage in a particular activity, it is also a violation of the Code to encourage someone else, inside or outside of the HSUS, to do it.

IV. Gifts and Bequests

Soliciting or Accepting Gifts. Unless permitted by the paragraph below, you may not solicit or accept, directly or indirectly, any monetary or tangible benefit, such as gifts, bequests, loans, meals, or entertainment, (“Gifts”) from anyone:

- a. Who has, or is seeking to obtain, contractual or other business or financial relations with the HSUS.
- b. Who has interests that you could substantially affect through the performance of your job responsibilities.
- c. Who is in any way attempting to influence, or may be perceived to be attempting to influence, your job responsibilities.

However, you may accept from such individuals or entities:

- a. A Gift, or a series of Gifts from the same person or company given within a 12-month period, that is less than \$100 in value.
- b. If you are an employee, a Gift, or a series of Gifts from the same person or company given within a 12-month period, of \$100 or more approved by your supervisor and either the Chief Operating Officer or the Chief Financial Officer.
- c. If you are an officer or director, a Gift, or a series of Gifts from the same person or company given within a 12-month period, of \$100 or more approved by the Board Chair.
- d. A Gift if you pay fair market value for the item.

Serving as a Trustee or Executor. You may not serve as an executor, trustee, agent, fiduciary, or personal representative of any HSUS donor unless:

- a. The donor is an immediate family member. You may accept a fee for such services, or a bequest, legacy, or other Gift.
- b. You obtain prior approval from the Governance Committee of the HSUS Board of Directors (or, in the case of a controlled affiliate, the Board of Directors of the affiliate). The Committee (or Board) will also determine whether you may accept a fee for such services, or a bequest, legacy, or other Gift.

V. Honoraria

An honorarium is any payment or other benefit, other than reimbursement of travel or other out of pocket expenses, you receive as payment for your services because of your affiliation with the HSUS. (This does not apply to services you provide outside regular working hours that are unrelated to your work for the HSUS.) For example, because of your role with the HSUS, you may be asked to speak at a conference or serve on a review panel. If you are offered an honorarium for your services, you may:

- a. Refuse it.
- b. Request that the organization donate the payment to the HSUS.
- c. Obtain prior approval to accept the honorarium from:
 - 1. If you are a director or the Chief Executive Officer, the HSUS Board of Directors (or, in the case of a controlled affiliate, the Board of Directors of the affiliate).

2. If you are an officer (and not the Chief Executive Officer), the Chief Executive Officer.
3. If you are an employee, your supervisor and either the Chief Operating Officer or the Chief Financial Officer.

Further, when you are asked to provide services because of your affiliation with the HSUS, you must review the Conflict of Interest Policy. If there is a potential conflict or if you have a question as to whether there is a potential conflict, you must follow the disclosure and other procedures outlined in the policy before you agree to provide the service.

VI. Questions

If you have questions about this Code, contact the Office of the General Counsel.

*Adopted by the Board October 28, 1990
Amended by the Board April 24, 2004 and April 6, 2017*