

**Ethics Policy
for Employees of the
General Assembly Council and
the Office of the General Assembly
of the Presbyterian Church (U.S.A.)**

Introduction

This Ethics Policy for Employees of the General Assembly Council (“GAC”) and the Office of the General Assembly (“OGA”) of the Presbyterian Church (U.S.A.) (“Ethics Policy”) addresses business ethics and does not include the other ethical values and policies of the Presbyterian Church (U.S.A.) (“PCUSA”).¹ The Ethics Policy applies to all employees of the GAC and the OGA in matters relating to the performance of their duties and responsibilities for the GAC/OGA. These employees have Presbyterian Church (U.S.A.), A Corporation as their legal employer. The term “GAC/OGA” collectively refers to those two ecclesial bodies, their elected members, their respective staff members, the corporation, and all subparts thereof.

All funds and property received and administered by the GAC/OGA are entrusted to the organization by God through the faithful financial support of PCUSA members and friends. The highest degree of stewardship and fiduciary responsibility is expected of all employees, including the receiving, reporting, and use of funds, property, and time. Employees are responsible for complying with laws, regulations², and GAC/OGA and PCUSA policies and procedures.

As a GAC/OGA employee, what does this Ethics Policy require of me?

The required standards of this Ethics Policy are set out in 1-6 immediately below. The forms and processes are set out in the four attachments.

Standards of Ethical Conduct

1. ***Duty of Loyalty and Care.*** The duty of loyalty and care as well as the obligation of good stewardship requires all employees to act first in the best interests of the GAC/OGA rather than in the employee's own interests or the interests of another entity or person. These responsibilities are set forth below.
2. ***Conflicts of Interest.*** All employees shall avoid conflicts of interest, potential conflicts of interest, and situations that give even the appearance of a conflict of interest.³
 - a. **Definition.** “Conflict of interest” means any situation in which the employee may be influenced or appear to be influenced in decision-making or business dealings by any motive

¹For other policies, see the employee handbooks of the GAC and OGA and the Standards of Ethical Conduct approved by the 210th General Assembly (1998) of the Presbyterian Church (U.S.A.) as it applies to employees.

²Federal and state constitutional religious free exercise provisions, as well as laws and ordinances, exempt religious organizations from some laws. An employee should consult with the General Counsel if such questions arise.

³ Personal investments with the Presbyterian Church (U.S.A.) Foundation, Presbyterian Church (U.S.A.) Investment and Loan Program, Inc., or employee benefits provided by the Board of Pensions of the Presbyterian Church (U.S.A.) are not considered a conflict of interest.

or desire for personal advantage other than the success and well-being of the GAC/OGA.⁴ Personal advantage means a financial interest or some other personal interest, whether present or potential, whether direct or indirect. This standard applies to both actual and contemplated transactions. When in doubt, the employee is to assume there might be a conflict and should raise the question pursuant to this Ethics Policy.

- b. **Disclosure Deadlines.** All present and potential conflicts of interest issues must be disclosed in writing annually (See Attachment 1) and thereafter as they arise. If the conflict is known in advance of any meeting, business transaction, contract, or other activity at which issues may be discussed or on which the issues may have a bearing on the employee's approach, whether directly or indirectly, it shall be disclosed ahead of time and the employee shall abstain from any participation in the discussion or decision. If the conflict is not known in advance, it shall be disclosed when the actual or potential conflict becomes apparent. All disclosures are to be made promptly in writing to the employee's supervisor and to the General Counsel. (See Attachment 2).
- c. **Potential Conflicts of Interest.** All employees are likewise to disclose promptly, in writing, matters and relationships that have the potential for giving rise to the appearance of a conflict in business dealings with the GAC/OGA. Examples include, but are not limited to, financial interests, leadership roles, or board membership with vendors and other organizations doing business with the GAC/OGA. GAC/OGA business dealings with an employee's friends and family⁵ are particularly sensitive and are to be disclosed and carefully evaluated because of the potential for inferences of tangible or intangible personal advantage and the appearance of impropriety. All disclosures are to be made promptly in writing to the employee's supervisor and to the General Counsel. (See Attachment 2).
- d. **Gifts and Relationship Building.** To avoid appearances of impropriety, any gifts, gratuities, special favors, and hospitality to an employee shall not be accepted by any employee from any person or organization that sells, delivers, or receives any goods, materials, or services to or from the GAC/OGA. This prohibition includes those persons or organizations that desire to enter into such relationships with GAC/OGA. In regards to employees being offered honoraria or being paid in a temporary pastoral relationship with a particular church (for example as a stated supply), see Section 6.02 of the Employee Handbooks of the GAC and the OGA. **There are four exceptions to this rule:**
 - 1. **Gifts, meals, outings, and relationship-building activities provided by Presbyterian Church (U.S.A.) churches, middle governing bodies, partner churches or related organizations** in connection with GAC/OGA business. Employees shall not accept monetary gifts of any amount.
 - 2. **Gifts that primarily benefit the GAC/OGA** and not an individual employee, such as gifts of complimentary rooms given to the GAC/OGA by hotels, conventions, and

⁴ Outside employment, including but not limited to serving in a paid, temporary pastoral relationship with a particular church, is permitted as long as it does not interfere with the performance of work duties for the GAC/OGA or result in a conflict of interest as that term is defined in this Ethics Policy.

⁵ "Family" includes the employee's spouse, parents, siblings, spouses of siblings, children, grandchildren, great-grandchildren, the spouses of children, grandchildren, and great-grandchildren, any other blood relative, and individuals who live in the employee's home.

conferences in relation to official GAC/OGA business. Employees shall not accept monetary gifts of any amount.

3. **Occasional small gifts (less than \$50.00 in value,** such as flowers or foodstuffs) to an individual employee. Where gifts are shared with the work area (e.g., foodstuffs set out for all to partake), then the gift is not deemed to be to an individual employee. Employees shall not accept monetary gifts of any amount.

4. **Meals, outings, and relationship-building activities in connection with GAC/OGA business may be received.** If an activity permitted under this section 4 results in a value of over \$100 to the employee and/or the employee's family member (See Footnote 5), the employee shall promptly report this in writing to the employee's supervisor and the General Counsel. Employees shall not accept monetary gifts of any amount. The written report will include a description of the activity, the dollar value, the name of the person/organization providing it, and the business that person/organization does with GAC/OGA. The General Counsel shall maintain a log that includes all of the written reports submitted under this section 4. This log will be available at all times to the GAC Chair, the GAC Executive Director, the COGA Moderator, the Stated Clerk and the Chair of the Audit Committee.

e. **Process and Resolution.** All conflict of interest disclosures, reports, or questions are to be made promptly and in writing to the employee's supervisor and the General Counsel. The General Counsel will consult with the supervisor and make a recommendation to the GAC Executive Director or the Stated Clerk, as appropriate. Those officers provide the final decision on any employee conflict of interest matters. Conflict of interest disclosures, reports, or questions related to activities of the Stated Clerk of the General Assembly and/or the Executive Director of the General Assembly Council are submitted in writing to the General Counsel who will submit for decision to their respective elected bodies (COGA Coordinating Committee or the GAC Executive Committee).

3. **Confidentiality of GAC/OGA Information.** Employees shall not disclose information about the GAC/OGA that is not known outside of the GAC/OGA or is not known by public means. Of course, it is within the duties of some employees to share GAC/OGA information with other parts of the PCUSA, related entities, and the public. Employee questions should be posed to the supervisor. If the supervisor needs assistance, the General Counsel should be consulted by the supervisor.

4. **Transactions, Reporting, and Document Retention.** Each employee has a duty to prepare, process, maintain, and report complete, accurate, and timely records pertaining to their role, including, but not limited to, journal entries, expense reports, disbursement requests, time reports, and payroll transactions. This also includes safeguarding all physical, financial, informational, and other GAC/OGA assets and records. Employees shall comply with the Records Retention Schedule of the Office of the General Assembly's Department of History and related schedules as part of the normal course of business and use the schedules in a consistent and accountable manner for both records retention and destruction purposes. See www.history.pcusa.org/national/schedules.html. Also see the Electronic Records Policy for GAC and OGA (anticipated release in 2007). Any document relevant to actual or anticipated internal investigations, legal proceedings or governmental investigations (civil or criminal) must not be destroyed and must be preserved in a manner that would ease accessibility and retrievability. In addition, no undisclosed or unrecorded fund or asset will be established, and no

artificial or false entries will be made in the financial or other records of the GAC/OGA.

5. ***Duty to Disclose/Whistleblower Policy.*** Employees have a duty to report violations of this Ethics Policy, whether the violation is by themselves or by another. This includes, but is not limited to, financial, accounting, or auditing irregularities. See Attachment 2 for Self-reports. See Attachment 3 for Whistleblower Reports concerning others. See Attachment 4 for Procedures for processing a whistleblower report. Likewise, concerns about the appearance or the possibility of violations should be reported. Care must always be taken to be factual and objective. Violations shall be reported promptly in writing to the General Counsel, and may be reported anonymously. **Anonymous whistleblower reports can also be made by calling the hotline at (888) 236-6877** (operable May 2, 2007). An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation. (If the alleged violation involves the General Counsel or one of his staff members, it should be reported to the Internal Auditor.)
 - a. ***No Retaliation.*** There shall be no retaliation for good faith complaints, reports, for participation in an investigation or for providing truthful information relating to an alleged violation of this Ethics Policy. In addition, there will be no retaliation where an employee makes a good faith report of the commission or possible commission of any criminal offense to a law enforcement officer. Employees are protected even if the allegations are mistaken or unsubstantiated, as long as the employee reasonably believes the reported conduct constitutes a violation of the Ethics Policy. One who makes a claim or report under this Whistleblower Policy in bad faith, or knows or has reason to know that such claim or report is false or materially inaccurate may be subject to disciplinary sanctions.
 - b. ***Confidentiality of Investigation.*** Reports under this Whistleblower Policy will be treated confidentially with disclosures made on a need-to-know basis only to those directly involved in the investigation of the reported concern. To the extent possible within the limitations of law, policy, and the need to conduct a competent investigation, confidentiality will be maintained.
6. ***Violations.*** Violation or noncompliance with this Ethics Policy may result in discipline, including termination of employment under the employee handbook of the respective entity.
7. ***Amendments.*** The Ethics Policy may be amended from time to time. In consultation with the General Counsel, the GAC Executive Director and the Stated Clerk (as appropriate) are authorized to make reasonable and necessary changes to this Ethics Policy. Substantive changes must be reported back to the elected body approving this Ethics Policy. Editorial changes need not be reported back.
8. ***Designees.*** Where this Ethics Policy assigns a duty to a particular officer or staff position, that officer or staff position may use a designee to complete the duties.
9. ***No Waiver by GAC/OGA.*** Nothing in this Ethics Policy shall be construed to waive any claim, assertion or defense of the GAC/OGA to exemption or exclusion from applicability of a statute and/or regulation or lack of jurisdiction of a civil court or governmental agency.
10. ***Training.*** Trainings to familiarize the staff with this Ethics Policy and its related forms and procedures will be conducted for GAC/OGA staffs by the Legal Services Office as frequently as

deemed necessary by the Executive Director of the GAC and the Stated Clerk, as appropriate. Each member of the GAC/OGA staffs will be required to attend such trainings.

ATTACHMENT 1

**Annual Ethics Policy Representation by Employee
(Annual Report)**

This form is to be completed annually and signed by all employees of the GAC/OGA. Upon completion, send it to the General Counsel.

- I acknowledge I have received a copy of the Ethics Policy for Employees of the GAC and OGA (*Ethics Policy*) dated _____, 2007.
- I understand it is my responsibility to read and comply with the Ethics Policy and any revisions made to it.
- I understand:
 - I am subject to the Ethics Policy and am required to comply with it.
 - Any employees under my supervision are also subject to the Ethics Policy and I am responsible for *ensuring those employees are aware of the Ethics Policy and attend related trainings*.
 - I am responsible for reporting immediately in writing any possible violation of the Ethics Policy that involves me, is reported to me, or that I observe.
 - I am responsible for reporting immediately in writing any whistleblower reports I receive under the Ethics Policy, as well as any other violations of the Ethics Policy I observe.

Initial all of the following statements that apply:

___ I am not aware of any violations of the Ethics Policy that involve me or that I have observed in regards to other employees or elected or appointed members.

___ No employee has submitted a whistleblower report or self-report to me that I have not reported already to the General Counsel.

___ I am aware of a possible violation of the Ethics Policy that involves me or that I have observed in regards to other employees or by elected or appointed members. By submitting the information immediately below, I am reporting the alleged violation.

Name of persons(s) with the possible violation:

_____.

Facts of the possible violation:

Signature

Date

Name (Please print)

ATTACHMENT 2

Report of Ethics Policy question, violation, or possible violation in regards to the reporting employee

(Question/Self-report)

This form is to be completed, signed, and sent to the employee's supervisor and the General Counsel. It is important to report questions promptly. Generally, an employee's supervisor and the General Counsel will consult with the employee to resolve the conflict of interest, if any.

I am aware of a possible violation of the Ethics Policy that involves me or I have a question about the Ethics Policy as it involves me.

1. Employee name:

2. Facts about the employee's possible violation or the question presented:

3. Date the employee became aware of the possible violation or question:

Signature: _____ Date: _____

Print name:

ATTACHMENT 3

Whistleblower Report of possible Ethics Policy violation in regards to another employee, elected member, or organization

This form is to be completed, signed (unless submitted anonymously), and sent to the General Counsel.

Anonymous whistleblower reports can also be made by calling the hotline at (888) 236-6877 (operable May 2, 2007). An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation.

I am aware of a possible violation of the Ethics Policy that involves another employee, an elected member, or an organization.

1. Name of person(s) involved:

2. Name of organization(s) involved:

3. Facts about the possible violation:

4. Date the employee became aware of the possible violation:

(DO NOT SIGN BELOW IF SUBMITTING ANONYMOUSLY)

Signature: _____ *Date:* _____

Print name:

ATTACHMENT 4

Procedures for processing a Whistleblower Report of possible Ethics Policy violation in regards to another employee, elected member, or organization.

A. All reports under the Whistleblower Policy (See Ethics Policy) shall be submitted in writing promptly to the General Counsel. **Anonymous whistleblower reports may be made by calling the hotline at (888) 236-6877** (operable May 2, 2007). An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation. If the alleged violation involves the General Counsel or one of his staff members, it should be reported to the Internal Auditor. The General Counsel shall keep a log of all reports received under the Whistleblower Policy. Whether or not an investigation was done, the log will include the resolution of all reports. The log will be available at all times to the Chair of the GAC, the Moderator of the COGA and the Chair of the Audit Committee. If the person reporting is simply confused about an issue and how it applies, the General Counsel will ensure clarification is provided by the supervisor or the General Counsel. The supervisor will provide a written response to the employee with a copy to the General Counsel.

B. All other reports shall be initially reviewed by a three-person committee (Investigative Committee) comprised of the General Counsel, the Internal Auditor, and a third person appointed by the GAC Executive Director or Stated Clerk (as appropriate). The Investigative Committee will first determine whether or not an investigation is warranted. If it is not, the Investigative Committee shall so report. If an investigation is warranted, the Investigative Committee shall proceed as set forth below.

C. The following processes shall apply to an investigation conducted by the Investigative Committee:

1. If the report alleges a violation by GAC employees, then the GAC Executive Director shall be notified an investigation has commenced. If the report alleges a violation by OGA employees, then the Stated Clerk shall be notified an investigation has commenced. If the report alleges a violation by either of these officers, then the Chair of the GAC or the Moderator of COGA, as appropriate, shall be notified an investigation has commenced.

2. If the report alleges a violation by an elected member, then the chair of the body and the GAC Executive Director or the Stated Clerk (as appropriate) shall be notified an investigation has commenced. If the report alleges a violation by the chair/moderator of the body, then the vice-chair and the GAC Executive Director or Stated Clerk (as appropriate) shall be notified an investigation has commenced.

3. The Investigative Committee shall be allowed to retain the services of experts it may need to conduct a reasonably thorough investigation.

4. The Investigative Committee may recommend administrative leave for the accused, the accuser, or others while the investigation is in process.

5. The Investigative Committee will promptly conduct its work. The typical investigation will include the following steps:

a. Interview all parties involved with relevant knowledge, including but not limited to the accuser and the accused (if possible). Secure and review any relevant documents or other communications (if available and appropriate).

b. Determine if there is a potential for risk to persons or property. If there is a potential risk, take reasonable measures as appropriate to protect employees and property.

c. Complete a written report of its findings and recommendations (including employee discipline or discharge). The Investigative Committee will provide a copy of its report (including all relevant documents) to the Audit Committee. At the same time the report is submitted to the Audit Committee, copies will be provided to the accused and the accuser. The GAC Executive Director or Stated Clerk (as appropriate) will also receive a copy. Generally, the accused and accuser will have seven business days to submit written comments to the Audit Committee in response to the Investigative Committee's written report. The Chair of the Audit Committee may extend this period if such an extension is reasonably necessary.

d. All employees are required to fully cooperate with these investigations and shall not be retaliated against by supervisors or anyone for cooperating and participating in the investigation.

6. The Audit Committee shall consider all the submissions promptly and reach a conclusion. The Audit Committee's conclusions shall be final and not subject to appeal. While the Audit Committee does not have the authority to discipline or discharge GAC/OGA employees, its conclusions may include recommendations in that regard. Management shall give great weight to the conclusion and recommendations of the Audit Committee. The Audit Committee shall make a full report of the matter to the GAC Executive Committee and the Executive Director or the COGA Coordinating Committee and the Stated Clerk (as appropriate). Thereafter, the GAC Executive Committee or COGA Coordinating Committee will follow up with the GAC Executive Director or Stated Clerk to ensure appropriate action was taken. An employee who has received a disciplinary action (including employment termination) may appeal that action via the process set out in the applicable employee handbook.

7. GAC/OGA will ensure that whistleblower reports under this Ethics Policy by an employee are dealt with impartially and confidentially. To that end, information will only be shared on a need-to-know basis so as to fulfill the process. Any employee who violates the confidentiality of this process shall be subject to disciplinary action, including employment termination.

8. GAC/OGA prohibit retaliation, including but not limited to making any threatening communication by verbal, written, or electronic means, against any employee who reports in good faith or provides any information concerning violations of the Ethics Policy or applicable state or federal laws or who provides truthful information relating to the commission or possible commission of any criminal offense to a law enforcement officer. GAC/OGA will not discharge or discriminate against any employee with respect to compensation, terms conditions, or privileges of employment because the employee in good faith (or any person acting pursuant to the request of the employee) reports, discloses, testifies, or otherwise informs GAC/OGA, pursuant to the Whistleblower Policy, of a violation by any employee, elected member, or organization.

9. Any employee found engaging in retaliation will be subject to disciplinary action, including termination of employment. Any elected member found engaging in retaliation will be subject to discipline by the GAC or OGA (as appropriate).