

# Supplemental Code of Conduct and Ethics

## for the Board of Directors

This Supplemental Code of Conduct and Ethics (the “Supplemental Code”) applies to the Board of Directors (the “Board”) of the Humane Society of the United States (the “HSUS”).

The HSUS is committed to the highest ethical standards. The success of the HSUS and its reputation depend upon the ethical conduct of everyone associated with it. Directors should adhere to the highest ethical standards because it is the right thing to do. Unethical conduct can also harm the HSUS’s reputation and compromise its ability to carry out its mission. Donors and volunteers support the HSUS because they trust the HSUS to carry out this mission, to be a good steward of its resources, and to uphold rigorous standards of conduct. The HSUS must earn this trust through a commitment to integrity, honesty, and fairness.

This Supplemental Code supplements the global Code of Conduct that is already applicable to directors, officers, and employees of the HSUS (“Code of Conduct”). In combination, the Code of Conduct and the Supplemental Code are intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability. Each director must comply with the letter and spirit of both the Code of Conduct and the Supplemental Code.

No code or policy can anticipate every situation that may arise. Accordingly, the Code of Conduct and Supplemental Code are intended to serve as sources of guiding principles for directors. Directors are encouraged to bring questions about particular circumstances that may implicate the provisions of the Code of Conduct and/or the Supplemental Code to the attention of the General Counsel and Chief Legal Officer (“General Counsel”), the Chair of the Governance Committee or the Chair of the Board.

### 1. Director Responsibilities

The Board has ultimate responsibility for overseeing fulfillment of the mission of the HSUS. The role of the Board is one of oversight. The Board’s duties in performing this oversight function include a duty of care, a duty of loyalty, and a duty of obedience.

A director’s duty of care refers to the responsibility to exercise appropriate diligence in overseeing the operations of the HSUS, making decisions, and taking other actions. Appropriate diligence generally means the care that an ordinarily prudent person in a like position would reasonably believe appropriate under similar circumstances. In meeting the duty of care, directors are expected to:

- *Attend and actively participate in Board and committee meetings.* Personal participation is required. By law and the HSUS’s Bylaws, directors may not vote or participate by proxy.

- *Remain adequately informed about the activities and affairs of the HSUS.* Directors should review and devote appropriate time to studying Board and committee materials in advance of meetings.
- *Rely on others.* Absent knowledge that makes such reliance unwarranted, directors may rely on Board committees, HSUS management, and professional advisors.
- *Make inquiries.* Directors should make inquiries about potential problems that come to their attention and follow up until they are reasonably satisfied that HSUS management is addressing them appropriately.
- *Conduct themselves with integrity.* Directors should maintain the highest standard of ethical conduct and adhere to all applicable laws, rules, and regulations and all applicable HSUS internal policies, procedures, and guidelines.

A director's duty of loyalty refers to the responsibility to act in good faith and in the best interests of the HSUS, not the interests of the director, a family member, or any other organization with which the director is affiliated. Directors should not use their positions for personal gain or to promote their individual priorities.

A director's duty of obedience refers to the responsibility to be faithful to the mission of the HSUS. This means that directors should make decisions, and oversee the HSUS, in accordance with and in furtherance of the mission of the HSUS.

## 2. Compliance with Laws, Rules, Regulations, and Internal Policies

Directors must comply (and oversee compliance by employees and other directors) with all laws, rules, and regulations applicable to the HSUS and all HSUS internal policies, procedures, and guidelines including, without limitation, the HSUS's policies on sexual and other types of harassment and retaliation.

## 3. Conflicts of Interest

Directors are expected to be sensitive to situations that may create a conflict of interest and must disclose actual, potential, and perceived conflicts of interest so they can be evaluated and appropriately addressed. The HSUS has adopted a Conflict of Interest Policy that provides a framework for conflict disclosure, evaluation, and management. The policy also includes examples of situations that could give rise to a conflict of interest.

The Conflict of Interest Policy is provided to directors upon commencement of their service at the HSUS and annually thereafter. Directors are expected to read and understand the policy, and must comply with the policy.

#### 4. **Gifts, Bequests, and Honoraria**

Actions taken on behalf of the HSUS should be free from any suggestion that favorable treatment was sought by, received from, or given to individuals or organizations that work with or are seeking to work with the HSUS. Moreover, the Board should ensure that its decisions are the product of independent thinking. Accordingly, as set forth in detail in the Code of Conduct, directors (and members of their families) may not:

- directly or indirectly solicit or accept any monetary or tangible benefit, such as gifts, bequests, loans, meals, or entertainment (“Gifts”) when doing so may influence, or be perceived as influencing, a decision or action by the HSUS or the director;
- directly or indirectly offer or give any Gifts when doing so may influence, or be perceived as influencing, a decision or action by the HSUS or the director;
- serve as executors, trustees, agents, fiduciaries, or personal representatives of any donor to the HSUS or its affiliates who is not an immediate family member without prior approval from the Governance Committee; or
- accept honoraria (i.e., benefits other than reimbursement for travel or expenses that you receive as payment for your services because of your affiliation with the HSUS) without prior approval from the Board.

#### 5. **Protection and Proper Use of Assets**

The HSUS’s property and other assets are valuable resources that should be used for purposes relating to the activities of the HSUS. The assets of the HSUS include tangible assets, as well as intangible assets such as intellectual property and the HSUS’s brand and reputation. Directors should care for and use the HSUS’s property and other assets responsibly and protect them from misuse, theft, and destruction. Incidental personal use of assets such as computers, telephones and supplies is permitted.

#### 6. **Opportunities Related to the HSUS’s Activities**

Directors may not take for themselves personally opportunities that are related to the HSUS’s activities, or that are discovered through the use of HSUS property or information, or through a director’s position with the HSUS. A director may pursue an opportunity that relates to the HSUS’s activities if the disinterested directors on the Board determine that the HSUS will not pursue the opportunity after the director provides full disclosure about the opportunity to the Board.

## 7. Confidentiality

In the course of performing their oversight duties, directors will receive or otherwise have access to Confidential Information. “Confidential Information” includes all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the HSUS, whether the information relates to the HSUS or a third party. Confidential Information also includes, without limitation:

- Information about the strategy, business, finances, operations, and fundraising efforts or plans of the HSUS or any of its affiliates, donors, volunteers, or other constituents;
- Minutes, reports, and other Board and committee materials;
- Discussions and deliberations of the Board and its committees; and
- Non-public information about discussions among directors, employees, and volunteers.

Pursuant to their duties of care and loyalty (discussed in Section 1 above), directors must protect and hold confidential all Confidential Information that comes to them, from whatever source, in their capacity as a director of the HSUS, absent the express or implied permission of the entire Board to disclose particular information. Accordingly, directors may not use Confidential Information for their own personal benefit or to benefit persons or entities outside the HSUS. In addition, directors may not disclose Confidential Information outside the HSUS, either during or after their service as directors, except with authorization of the Board or as required by law.

## 8. Reporting, and Encouraging the Reporting of, Illegal or Unethical Behavior

Directors are expected to report suspected violations of the Code of Conduct or the Supplemental Code and suspected violations of laws, rules, regulations, or HSUS policies, procedures, or guidelines promptly. Reports should be directed to the General Counsel, the Chair of the Governance Committee, or the Chair of the Board.

In addition, directors should promote ethical behavior and take steps to see that the HSUS:

- encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation;
- encourages employees to report suspected violations of laws, rules, regulations, or HSUS policies to management or other HSUS staff identified to receive such reports; and
- informs employees that the HSUS prohibits retaliation for reports made in good faith.

**9. Compliance Procedures; Waivers**

Reports of suspected violations of the Code of Conduct or the Supplemental Code will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violations.

Waivers of the Code of Conduct or Supplemental Code will be granted only in exigent circumstances. Any waivers may be granted only by the Board or the Governance Committee after disclosure of all material facts by the director seeking the waiver.

*Adopted by the Board March 19, 2019*

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