

# FREY FOUNDATION

## Trustee Pledge of Service and Rules of Conduct

During its philanthropic undertakings and in the conduct of its affairs, the trustees of the Frey Foundation shall adhere to these rules of conduct and behavior. Trustees agree they will carry out their duties as a Trustee in accordance with the following principles:

- The paramount consideration and the predicate for all decisions shall be in the best interest of the Foundation and those we seek to assist.
- All judgments shall be based on what is believed to be accurate and complete information. Full and complete disclosure and discussion of all relevant facts is essential to maintaining trust and confidence.
- Trustees are encouraged and requested to be active in community and civic affairs of their own choosing. However, potential conflict of interest situations could arise when the outside organizations we serve seek funding from the Foundation. Therefore, thoughtful consideration should be given before accepting service with potential grantees.
- Trustees shall disclose annually any relationships that may give rise to or present the appearance of a conflict of interest on the Conflict-of-Interest Statement adopted by the Board.
- Trustees are expected to conduct themselves and their affairs in such a manner as to uphold and enhance the reputation of the Foundation. Trustees shall not engage in prohibited transactions with the Foundation nor attempt to seek personal gain from any association with grantees or businesses dealing with the Foundation. They shall not use their position with the Foundation in any manner that will bring personal benefit or the personal benefit of any other person. If in doubt as to whether any potential action might result in a violation of this pledge, Trustees are expected to contact the Chair and disclose the proposed action before engaging in it. If it is determined by the Chair or legal counsel for the Foundation that the action should not be taken, Trustees shall refrain from the action.
- Trustees will be supportive of a decision once reached, whether by consensus or otherwise; Foundation deliberations require the candid expression of diverse points of view which, if communicated out of the context of the entire discussion, could have serious negative effects upon the image and reputation of grantees, as well as the Foundation. Therefore, Trustees are expected to use appropriate discretion in commenting upon Foundation deliberations and discussions outside the confines of meetings.
- Trustees shall come prepared for all meetings. The appropriate officers of the Foundation shall ensure that meetings materials are adequate, relevant, and as complete as possible, and is disseminated in advance of the meetings.
- Trustees are assumed to have read and understood the Articles of Incorporation, Bylaws, and various policies and procedures of the Foundation. Trustees understand that these are the governing documents of the Foundation and commit to an ongoing effort to ensure that they are, always, effective and appropriate for the pursuit of the mission and vision for the Foundation.

Restated January 2023