

Carolina Art Association/Gibbes Museum of Art

Code of Conduct

I. Purpose

The Carolina Art Association and the Gibbes Museum of Art (referred to subsequently as the Association) must conduct its business and programming affairs in the most transparent manner possible. This Code of Conduct outlines best practices for the operation of the Association in terms of how it accepts, fosters, and stewards the public's trust. The members of the Association team, including the Board of Directors, the Executive Director, the staff and volunteers, must conduct themselves in ways that will bring credit both to the Association and to museums in general.

Art museums operate in a complex system of nonprofit, academic and public oriented arenas, and it is of the utmost importance that the Association remains vigilant and steadfast in its constant support of practices that keep the Association's reputation above reproach. The Association is granted the public's trust through its stewardship of the culture's art and archival materials but also through its high level of public programming in the areas of exhibition presentation and art education initiatives and through the conscientious managing of its donor's gifts.

It is also important that the Association views this set of ethical standards and practices as a living document that must be reviewed on an ongoing basis with an eye toward changes occurring within the Association, and the nonprofit, business and legal communities. Annually, the Association's Governance Committee of the Board of Directors in consultation with the Executive Director will review and make any necessary updates to the Code. These changes will be approved by the Association's governing body and become applicable to all members of the Association team. **In addition, each year, all members of the Association team must review the Association's Code of Ethics policy and sign the Annual Conflict of Interest and Disclosure Statement.**

II. Mission, Vision and Values

Mission

The Gibbes Museum enhances lives through art.

- We engage people of every background & experience with art and artists of enduring quality.
- We collect and preserve art that touches Charleston.
- We provide opportunities to learn about, to enjoy, to discover, and to be inspired by the creative process.
- We provide opportunities to learn about, to enjoy, to discover, and to be inspired by the creative process.

Vision

The Gibbes Museum proves that art has the power to enhance lives. We are the setting for active and creative immersion in the world of art and artists. We present relevant and dynamic programs originating from our collections, scholarship, exhibitions, artists' studios and classrooms. Our community and its representatives value the role the museum plays in developing creativity, imagination and innovation. A visit to CHS isn't complete until you come to the GMA. Our museum is acclaimed for: interactive and creative two-way engagement visitor experience,

- exceptional leadership team of trustees and museum staff,
- responsible fiscal management,
- strong development programs.

Core Values

We stand for the pursuit of:

- artistic, professional and ethical excellence;
- freedom of thought, economic, social and ethnic diversity;
- scholarship and expertise;
- and economic responsibility.

Introduction and General Principles

Incorporated under the name of the Carolina Art Association of Charleston by the General Assembly on December 21, 1858, the purpose of the Association is to cultivate and promote the arts and art education through collection, display and interpretation of art objects. The Association does this through the operation of the Gibbes Museum of Art as co-owner of the facility with the City of Charleston and such other functions as it may undertake, with the consent of its Board of Directors.

As one of the oldest arts organizations in the South, the Association has assembled an important collection of over 10,000 paintings, sculptures, prints, photographs, films and installation art that focuses on the history of American art. Featuring artists and images from the Colonial period through today, the collection provides a dynamic visual history of America. With over 45,000 annual visitors and nearly 10,000 active participants in our education and public programs, the Gibbes engages adults and children, residents and visitors in the beauty, boldness, and artistic achievement of the Lowcountry.

The Association's collections, programs, and facilities are a public trust. This must always be recognized by persons associated with the Association, but particularly by persons having important responsibilities in formulating or administering policies and procedures governing the Association. Persons holding such responsibilities have a duty and obligation to preserve and protect this public trust. It is understood that such duty may entail the voluntary surrender of certain rights to personal privacy and economic activity; it is the goal of these guidelines to preserve the public trust with the least possible sacrifice of personal rights. Those individuals affected in varying degrees are officers and members of the Board of Directors, employees, volunteers, and others who may serve on various committees or otherwise be associated in an official capacity with the Association from time to time.

All persons associated with the Association are entitled to engage in the full range of personal and professional activities of their choice, limited by the restraints imposed in these guidelines and the following overarching principles:

- They shall fully and conscientiously fulfill the duties of their positions in the Association;
- They shall avoid conflicts of interest;
- They shall not misuse the Association's name, reputation, property or services, nor shall they compromise its good will in the community.

III. Guidelines for Board of Directors

Introduction

As the governing body of the Carolina Art Association, the Board of Directors holds the ultimate responsibility for the protection of the organization's good standing within the community. With any nonprofit organization, the stewardship of the public's trust is paramount. To the protection of that trust, the Board must adhere to the most stringent set of ethical practices and must ensure that the Executive Director, as the day-to-day manager of the organization, believes in these ethical positions and that he/she enforce them and infuse them throughout the entire organization. As such, it is to ensure the upholding of Association's ethical position that the Board, Executive Director, staff and volunteer corps must work together and it is in that spirit that the following Code of Ethics is intended.

Loyalty

Each officer and board member must devote time and attention to the affairs of the Association to ensure that the Association and its governing board act in accordance with the mission statement and the governing instruments of the Association and with applicable state and federal laws, while maintaining the confidentiality of Association's operations. Time and attention should be paid to all items that come before the governing body for review and action. If a member does not feel that he/she has devoted enough time or attention to the matter under review, he/she should abstain from the discussion and any voting.

Relationship to Executive Director

A critical responsibility of the officers and Board members is its relationship with the Executive Director, the Association's chief executive. The continuing evaluation of the Executive Director's professional activities and performance is a primary responsibility that cannot be delegated and must be diligently and thoughtfully fulfilled. Periodic oral and written reviews of the Executive Director's performance should be conducted by members of the Board under the supervision of the Chairman, or his/her appointed representative. It is important that no individual member of the Board direct the activities of the Executive Director.

Act as a Corporate Body

All actions of the officers and Board should be taken corporately—as a board, committee, or subcommittee, or otherwise—in conformance with the Bylaws or applicable policies. Officers and Board members must work for the Association as a whole and not act solely as advocates for particular activities, areas or individual staff members of the Association.

Other Services

Officers and board members may serve on the board of more than one art museum or comparable institution. When this is the case, however, special attention must be paid to potential conflicts of interest and the confidentiality of the Association must remain clearly protected.

Conflicts of Interest

Each officer and Board member should endeavor to conduct all of his/her activities, including those relating to persons or organizations closely associated with him/her, in such a way that no conflict will arise between those other interests and the policies, operations, and interests of the Association.

A conflict of interest arises when a Board member, a business associate or an immediate family member of a director of the Association is in a position to benefit personally in any manner, either directly or indirectly, from dealings by the Association with individual or business entities. A conflict of interest exists where a director has a financial, business or personal interest in competition with the Association or an interest that may impair the director's independence of judgment and loyalty. A conflict of interest may also arise when a director possesses confidential Association information that could benefit the director personally in dealings with others outside the scope of his or her director duties, or the disclosure of which could adversely affect the Association. When ambiguous issues arise, individuals must be governed by the rule, "When in doubt, disclose."

Whenever a matter arises for action by the Board involving a conflict between the interests of the Association and an outside or personal interest of an officer or Board member, or that of a member of his/her family, that interest should be disclosed and made a matter of record. In those cases where the officer or Board member is present when a discussion is conducted or a vote is taken in connection with such a question, he/she should disclose the interest and abstain from partaking in the discussion and voting. There may be situations where the conflict is so grave that it cannot be resolved, in which case resignation may be appropriate.

An officer or Board member having questions about potential conflicts on any Association or Association-related issue and wishing to avoid a conflict of interest shall bring the issue to the attention of the Chairperson of the Board. The Chair will determine if the matter constitutes a potential conflict, and if so,

will bring the matter to the attention of the Governance Committee of the Association. The Governance Committee will decide what action is required.

Financial

The Board of Directors holds the ultimate fiduciary responsibility for the Association and for the protection and nurturing of its various assets: the collection and related documentation, the building and grounds (in conjunction with the City of Charleston), financial assets, and the staff. The Association has an obligation to develop and define its purposes and policies to ensure that its assets are properly and effectively used for public purposes.

The Board also has the obligation to ensure that an annual audit of the Association's finances is conducted and that it undertakes a complete review of the recommendations proposed in the audit.

Loans of Art Objects by Directors and Committee Members

While the loan of objects by the directors or committee members or their families can be of benefit to the Association, it should be recognized that exhibition can enhance the value of the exhibited object and care should be used to achieve objectivity in such cases.

Legal

The Board of Directors should provide adequate legal protection for all Association officials, including themselves, staff, and volunteers, so that no one will incur inequitable financial sacrifice or legal liabilities arising from the performance of duties for the Association.

Confidentiality

Information about the administrative and non-scholarly activities of the Association that a Board or committee member may acquire in the course of his/her duties, and which is not generally known or available to the public, must be treated as information proprietary to the Association. Such information should not be used for personal advantage or for purposes detrimental to the Association.

Personnel Practices and Equal Opportunity

In all matters relating to staffing practices and volunteer selection, the standard should be ability in the relevant discipline. In these matters, as well as in Board selection, management practices, volunteer opportunity, collection usage, and relationship with the public at large, decisions must not be made on the basis of discriminatory factors such as race, color, creed, sex, age, handicap, personal orientation, or veteran status.

Professionalism

Members of the Association's administration and its governing board should respect the professional expertise of the members of the staff, who have been engaged because of their special knowledge or ability in some aspect of Association activity. Association governance should be structured so that the resolution of issues involving professional matters incorporates the opinions and professional judgments of relevant members of the Association staff. Responsibility for the final decisions will normally rest with the Association's administration.

IV. Guidelines for Executive Director

Responsibilities/Introduction

As the chief executive of the organization, the Executive Director reports directly to the Board of Directors. In turn, the Board has given the Executive Director the responsibility for managing the day-to-day operations of the organization. To this end, the Board must rely on the Executive Director to implement ethical practices throughout the organization and strive to safeguard the organization's standing within the community as worthy of public trust and support. As the Executive Director functions as the chief representative of the organization in both formal and informal settings, he/she is held to the highest level of public scrutiny. It is because of this that the Executive Director must serve as a model of ethical

behavior. He/she must also ensure that the staff is held to the same level of scrutiny and accountability regarding these ethical principles as is required of the Board and the Executive Director.

Accountability

The Executive Director serves at the pleasure of the Board and must carry out the public trust responsibilities ascribed to the Board in the above paragraphs.

Conflicts of Interest

Whenever a matter arises for action involving a conflict between the interests of the Association and an outside or personal interest of the Executive Director or that of a member of his/her family, his/her actions should be guided by the same rules as those governing the Board.

Personnel Practices and Equal Opportunity

In all matters relating to staffing practices and volunteer selection, the standard should be ability in the relevant discipline. In these matters, as well as in Board selection, management practices, volunteer opportunity, collection usage, and relationship with the public at large, decisions must not be made on the basis of discriminatory factors such as race, color, creed, sex, age, handicap, personal orientation, or veteran status. The Executive Director should make this policy known to the Association staff.

V. Guidelines for Staff

Responsibilities

Employment by the Association is a public trust and involves great responsibility. In all activities, Association employees must act with integrity and in accordance with stringent ethical principles as well as with the highest standards of objectivity.

Always Representing the Association

As museums and their employees enjoy high public visibility and a generous measure of public esteem, employee loyalty to the Association must be paramount. To the public, Association employees are never wholly separate from their institution. Any Association-related action by employees may reflect on the institution or be attributed to it. Employees can never consider themselves or their activities wholly independent of the Association despite disclaimers that may be offered. They must be concerned not only with their own motivations and interests, but also with the way in which such actions might be construed by the outside observer. Association employees should never abuse their official positions or their contacts within the professional community, limit in any way the performance of their official duties, compete with the institution, or bring discredit or embarrassment to the Association or to the profession in any activity, Association-related or not. They should be prepared to accept any restrictions that are necessary to maintain public confidence in the Association's goals and in the museum profession; they are therefore expected to act in conformity with these guidelines.

No Officer, Director, staff, or volunteer should use in his/her home or for any other personal purpose any object or item that is part of the Association's collections or under the guardianship of the Association.

Officers, Directors, staff, and volunteers may make factual statements to outsiders regarding their relationship to the Association. In circumstances when one is not specifically authorized to represent the Association, however, one must proceed with caution to avoid the implication that one speaks or acts on behalf of the Association. For the same reason, Association letterhead must be used only for Association business.

Financial

It is the responsibility of the staff of the Association to provide accurate and timely reporting of the finances of the Association to the Board. Such financial statements and reports are used by the management and directors of the Association for monitoring the overall financial condition and health of the Association. Financial statements and reports may also be used for external reporting purposes including Annual Reports and grant applications.

Personal Use of Association resources

Postage, faxes, photocopiers, telephones and other Association equipment may not be used for personal business without reimbursement; in connection with professional or other outside activities, such property may not be used without the express permission of the Association.

Use of Association's Name

The reputation and name of the Association and the Association are valuable assets and should not be exploited either for personal advantage or the advantage of any other person or entity.

Confidentiality

Information about the administrative and non-scholarly activities of the Association that an employee may acquire in the course of his/her duties, and which is not generally known or available to the public, must be treated as information proprietary to the Association. Such information should not be used for personal advantage or for purposes detrimental to the Association. No person associated with the Association may use confidential information (e.g., information about ownership of works of art) acquired through his/her position in any outside employment or activity without the express prior consent of the Executive Director.

Referrals

Staff members should be circumspect in referring members of the public to outside suppliers of services, such as appraisers, conservators, or framers. More than a single qualified source should be provided so that no appearance of personal favoritism in referrals is created.

Disclosure

Whenever a matter arises that could be perceived as a conflict between the interests of the Association and an outside or personal interest of an employee or an employee's family, the employee should bring the matter to the attention of his/her supervisor for resolution.

Outside Employment, Consulting, Teaching, Lecturing, Writing

Association professional staff may engage in outside employment or gainful activities only under the following guidelines:

- In the case of employment of a professional nature, the Executive Director must give prior consent in writing
- Outside employment for compensation shall not be undertaken while traveling at Association expense unless previous arrangements have been made to donate such compensation to the Association and prior approval has been granted by the Executive Director
- Such activities must not lessen the ability of staff to perform their duties and responsibilities in an acceptable manner
- Activities for which staff members are paid shall be performed on their own time outside of regular Association working hours and off site
- Staff members shall not be required to disclose non-Association-related activities on behalf of voluntary community groups or other public service organizations but shall conduct themselves so that their activities on behalf of such organizations do not reflect adversely on the reputation or integrity of the Association.

Interpersonal Relationships

Professional Association workers must always be dedicated to the high standards and discipline of their profession, but they must also remain mindful that they are employees as well as independent experts. While they must strive for professional excellence in their own specialty, they must at the same time remember that they are part of a team effort and must cooperate supportively with their colleagues.

Ownership of Scholarly Material

Staff members are encouraged to write and publish both for the Association and on their own. Ownership of copyright rests with the Association on all material prepared as 1) part of the normal duties of the staff member, or 2) specially contracted, unless exceptional arrangement is made prior to publication. Ownership of copyright for works done on the staff member's own time remains his/her possession, but such work must satisfy the outside employment guideline.

Appraisals

Association staff members cannot appraise art objects for private or public owners.

Marketing and Public Relations

The staff will deal with the media outlets and all suppliers in a truthful, equitable, and business-like manner. Information about the Association provided to individuals or representatives of organizations outside the Association will be consistent with Association policy and support the Association's mission.

In general, statements to members of the electronic and print media will be made only by the Executive Director. In certain cases, the Executive Director may authorize senior staff to make statements to the press on behalf of the Association.

VI. Guidelines for Volunteers

Role of Volunteers

Volunteer participation within the Association is a strong and vital tradition. The Association's programs could not continue without the contributions and personal involvement of devoted volunteers. The staff should be supportive of volunteers and interns and willingly provide training and opportunity for their intellectual enrichment.

Conflict of Interest

Volunteers and interns should not accept gifts, favors, discounts, loans, or other dispensations of things of value from other parties when carrying out duties of the Association. Conflict of interest restrictions placed upon the staff must be explained to volunteers and observed by them. Volunteers and interns must hold as confidential matters of program function and administration that are not generally known or available to the public.

Collecting

Many volunteers also collect and it may be both inappropriate and difficult to enforce the same standards of disclosure and conflict of interest that apply to the Board, Executive Director, staff and Board committee members. At the very least, volunteers should not compete with the institution in the acquisition of objects and should also disclose acquisitions in the areas of the museum's collecting interests to their supervisor. A special effort must be made to educate volunteers about these and other ethical requirements.

VII. Matters Relating to Art

Personal Collecting

The Association encourages personal collecting. It must be recognized, however, that personal collecting in areas of interest to the Association has additional potential for conflicts of interest. Therefore, persons having significant responsibility for acquiring art objects for the Association (i.e., Board members, the Executive Director, members of the curatorial staff, and members of the Collections Committees, hereinafter called "Officials") shall adhere to the following Guidelines for Professional Practice.

Officials shall not become involved in any transactions that by virtue of their office give rise to a conflict of interest.

Officials shall not buy from, sell to, or trade works of art with the Association.

Where a conflict of interest with the Association may be involved, Officials shall make available to the Executive Director and the Executive Committee within 90 days of the date of occurrence, full details of all significant purchases, trades, and gifts or sales of art objects. In the case of conflicts involving the Executive Director, he/she must disclose such matters to the Chairman of the Board. It is suggested that where serious doubt exists as to the presence of a conflict, the Official should present full details orally or by written submission to the Executive Director (or in the case of the Executive Director, to the chairman of the board) for a determination prior to proceeding with the contemplated transaction.

Art Dealing

No Official shall act as an art dealer. Upgrading a personal collection by occasional trades or purchases is not considered dealing in works of art. The acquisition and deletion of objects from a personal collection may require disclosure.

Professional art dealers may not serve on the Board or the Collections Committee.

The sale of art objects is prohibited on Association premises except where indicated in written Association policy relating to the Association store or events organized by auxiliaries.

Personal Gifts

All personal gifts to Officials and staff from artists, dealers, and suppliers with whom the Association has transactions shall be limited to nominal value (\$25 or less). Possible conflicts of interest in this regard shall be referred to the Executive Director prior to accepting any such gifts.

Meals, accommodations and travel services while on official business should not be accepted except when it is clear that acceptance of such services will not compromise the professional judgment of the staff member or the reputation of the Association.

Loans of Art Objects

While loans of objects by Officials or members of their immediate families can be of benefit to the Association, it should be recognized that exhibition can enhance the value of the exhibited object and care should be used to achieve objectivity in such cases. All such loans shall be subject to the same loan guidelines and restrictions as found in the Collections Management Policy of the Association. The sole consideration in asking for and accepting such loans shall be the prospective benefit to the public. Staff members may lend works to an exhibition at the Association, but must be credited on the label and in any catalogue as an anonymous lender.

Appraisals

Association staff members may not make monetary appraisals of any art object. They may, however, provide patrons with the names of qualified appraisers or an appraisers' association. More than one name should be offered to avoid any appearance of favoritism. They may also identify and evaluate objects as a public service taking care not to demean the object.

Acquisition and Disposal

The Association must carefully weigh the interests of the public for which it holds the collection in trust, the donor's intent, the interests of the scholarly and cultural community, and the museum's own financial well-being.

To this end, the Association has adopted a Collections Management Policy which outlines and explains the standards and policies that govern how the Association manages its collection. Members of the Board, the Executive Director, the staff and committee members are expected to review and abide by the Collections Management Policy.

Storage

Officials, staff, and volunteers shall not use the Association to store personal collections. Works of art entering the Association will be treated as incoming loans. The Association will accept the responsibility for insurance, loss, or damage only for objects entering the Association for official purposes.

VIII. Gifts to the Association

Introduction

Donation solicitations made to individuals, companies, foundations, and other organizations will be complete and accurate. When required by the donor, the Association will keep accurate information on the use and disbursement of donor funds, and when required by the donor, report such activities in a detailed and timely fashion. Our compliance with applicable local, state, and federal laws and international conventions is a minimum standard. Our ethical standards often exceed these minimums.

The privacy of donors to the Association will be protected at all times. This policy recognizes that the donor information must occasionally be shared between the staff and the Board or members of Board committees, but the identification of individual, corporate or foundation donors to Association members, the press or members of the public without the express permission of the donor is prohibited.

We only accept gifts that advance the Association's stated mission, vision and goals. If a conflict of interest arises in the acceptance of gifts, the duty of loyalty to the Association and its mission must always be honored. Thus, the Association's Board and staff must ensure that no individual benefits at the expense of the Association's mission, reputation, or the community it serves.

The Association will take reasonable steps to make its actions open, available, and understandable to the public, especially where a lack of such transparency may reasonably lead to the appearance of a conflict of interest or inappropriate involvement.

The Association will respect its relationships with individual donors by providing them with accurate information about its mission, finances, and programs and by using their support for agreed-upon purposes. Through accounting procedures, the Association will track restricted gifts and their related expenses and make this information available to donors on request. The Association will ensure that information about donations is handled with respect and with confidentiality to the extent provided by law.

Business Sponsorships

Introduction

Through association with the Association, businesses seek to positively affect their enterprise by showing their commitment to a not-for-profit's mission, generating goodwill within the community in which they operate, and increasing the recognition of their business identity. In developing mutually beneficial relationships with businesses, the Association will comply with applicable local, state and federal laws and international conventions, and apply ethical standards that often exceed these minimums.

Potential for Controversy

The Director of Development will make decisions about approaching potential business sponsors in consultation with the Executive Director. In cases where the sponsorship has the potential for controversy that could be detrimental to the institution's overall goals, the decision about making a request will be shared with the executive committee. The Association may exclude any business or category of business because of the business's products or services, taking into consideration the characteristics, values, and attitudes of our community and audience and our stated mission and goals.

Conflicts of interest

No individual may use his/her position in the Association for personal gain or to benefit another at the expense of the Association, its mission, its reputation, and the community it serves. Policies regarding

conflicts of interest apply in the case of business support opportunities in which a member of the Association's governing authority or staff may have an interest.

Use of Name and Logo

Our name and logo may be used by a sponsoring business in ways and lengths of time approved by the Director of Communications. For the sake of clarity, this policy will be communicated in writing to sponsoring businesses as part of a letter of agreement governing the sponsorship.

Recognition

Through written agreement with the partnering business, the Association will outline any recognition associated with the sponsorship. Such communication will include an indication of use, placement, size duration, of the businesses logos, names, signage, etc. An effort will be made to give consistent recognition for similar levels of support.

Joint Sponsorships

The Association will avoid signing two sponsors representing similar businesses for the same program or event, though this may be done with the mutual approval of both sponsors. We will entertain requests for exclusive sponsorships, with the Executive Director making the decision about whether or not this is granted.

Vendors and Sponsors

Any current or potential relationship with the Association and a vendor providing goods or services should never be contingent on a contribution from the vendor.

Record Keeping

The Association will ensure that all Association-business relationships are a matter of record. All documents related to the development of business support will be maintained for at least 5 years.

Adherence to Law

The Association will be aware of and comply with applicable state and local laws as well as the body of general legal principles regarding solicitation, acceptance and use of business support, including contributions. The Association will also pay close attention to IRS corporate sponsorship regulations.

Accounting Principles

The Association will comply with generally accepted accounting principles relating to accounting and crediting of revenue, including contributions.

Transparency

The Association will respond to all public and media inquiries about its support from business, including allegations of unethical behavior, with a prompt, full and frank discussion of the issue, the institution's actions, and the rationale for such actions. We will avoid agreeing to requests for anonymity where such anonymity conceals a conflict of interest, real or perceived, or raises other ethical concerns.

Auxiliary Groups

The Association enjoys the support of two auxiliary groups, the Women's Council and Society 1858. These groups raise significant financial support for the Association and in the course of organizing their events and seeking corporate support, representatives of these groups must follow the same principles that guide the Association's staff in its solicitation of corporate gifts. It is incumbent upon these groups to work very closely and communicate on an ongoing basis with the development department of the Association.

Individual Donors

Introduction

For over one hundred and fifty years the Association has benefited from the generosity of individuals who have supported the Association and its programs through gifts of cash, real property, or planned gifts.

Conflicts of Interest

No individual may use his/her position at the Association for personal gain or to benefit another at the expense of the Association, its mission its reputation, and the community it serves.

Donor Agreements

The Association will provide donors with gift letters indicating the Association's nonprofit status, the extent to which a gift represents a charitable contribution and, in the case of a restricted gift, the purpose for which a gift will be used. In all cases, the Association will honor donor initiated gift restrictions and only use funds for their intended purposes. Through accounting procedures, the Association will track restricted gifts and their related expenses and make this information available to donors on request. The Association will provide documentation of our IRS status on request and will always recommend that donors consult their own legal and financial advisors.

Recognition

In discussing levels of recognition with potential donors, the Association will consider the level of support received and work towards recognition consistent with that provided to similar donors.

Donor Privacy

The Association will ensure that a relationship of trust is established and maintained with its individual donors by respecting the private nature of information about the donor and the donation.

Anonymity

The Association will avoid agreeing to requests for anonymity that conceal a conflict of interest, real or perceived, or raise other ethical concerns.

Unfulfilled Pledges

The Association recognizes that instances may arise when donors cannot or do not honor a pledge. In determining the enforceability of a pledge that is not honored, the Association may consider:

- The legal and accounting implications
- The overall impact of the gift on the Association
- The Association's history and previous relationship with the donor
- The attitude of the community toward the situation

Record Keeping

The Association requires that all documents relating to the development of individual donor support be maintained and retained in accordance with applicable law and record retention policies.

Adherence to Law

The Association will be aware of and comply with applicable state and local laws as well as the body of general legal principles regarding solicitation, acceptance and use of individual donor support.

Accounting

The Association will comply with generally accepted accounting principles relating to accounting and crediting of revenue (including contributions) in accordance with FASB or GASB. In addition the Association will report fundraising results in a consistent manner, using standards for campaign reporting.

Transparency

The Association will respond to all public and media inquiries about its support from individual donors, including allegations of unethical behavior, with a prompt, full and frank discussion of the issue, the institution's actions, and the rationale for such actions.

IX. Programming

The Association will ensure that there is a clear connection between the programs presented and the Association's mission, and that the inclusion of any program content is consistent with the highest standard of intellectual integrity.

Before entering into an agreement with an outside content provider, the Association will examine the source's relationship to the institution to determine if there are any potential conflicts of interest, or an appearance of a conflict, such as in cases where the source has a formal or informal connection to the Association decision-making.

As a matter of course, we will make public the source of funding where the content provider is also a financial supporter of the program. If the Association receives a request for anonymity, the Association will avoid such anonymity where it would conceal a conflict of interest (real or perceived) or raise other ethical issues.

Truth in Presentation

It is the responsibility of the Association professionals to use the resources available to them for the dissemination of knowledge. Intellectual honesty and objectivity in the presentation of objects and ideas are the primary duties of all professional staff members. Programs must provide with candor and tact an honest and meaningful view of the subject.

X. Whistleblower Policy

It is the responsibility of all directors, officers and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Reporting Violations

The Code addresses the Association's open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. If an employee, however, is not comfortable speaking with his/her supervisor or is not satisfied with the supervisor's response, he/she is encouraged to speak with the deputy director for finance and administration or anyone in management whom he/she is comfortable in approaching. Additional information outlining the steps for filing a complaint can be found in the Employee Handbook.

Compliance Officer

The Association's compliance officer is the chair of the Association's Governance Committee. The Association's compliance officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his/her discretion, shall advise the Executive Director and/or the Governance Committee.

Accounting and Auditing Matters

The Finance Committee of the Board shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the

Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The compliance officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

The Carolina Art Association and the Gibbes Museum of Art (referred to subsequently as the Association) must conduct its business and programming affairs in the most transparent manner possible. This Code of Ethics outlines best practices for the operation of the Association in terms of how it accepts, fosters, and stewards the public's trust. The members of the Association team, including the Board of Directors, the Executive Director, the staff and volunteers, must conduct themselves in ways that will bring credit both to the Association and to museums in general.

It is also important that the Association views this set of ethical standards and practices as a living document that must be reviewed on an ongoing basis with an eye toward changes occurring within the Association, and the nonprofit, business and legal communities. Annually, the Association's Governance Committee of the Board of Directors in consultation with the Executive Director will review and make any necessary updates to the Code. These changes will be approved by the Association's governing body and become applicable to all members of the Association team. **In addition, each year, all members of the Association team must review the Association's Code of Ethics policy and sign the Annual Disclosure Statement.**