



Federal Vendor Code of Conduct

Updated December 2018

A Message from the CEO

Our mission at Big Brothers Big Sisters of America is to provide children facing adversity with strong and enduring, professionally supported, one-to-one relationships that change their lives for the better, forever. Our core values at BBBSA reflect and support our mission. They are Integrity, Excellence, Teamwork, and Respect—and they are non-negotiable. We owe nothing less to our affiliate agencies; to our donors; to our federal, corporate, and foundation partners; and to the children and volunteers we serve in every state across the country.

We expect our contractors and suppliers of goods and services to share and adhere to these same core values and to make the right ethical decisions, every time, no matter what. While no document can address every ethical issue we may face, this Federal Vendor Code of Conduct sets forth our ethical guidelines and expectations for vendors or contractors that BBBSA hires using federal funds. You are responsible for understanding and following these guidelines and for making decisions that are consistent with our BBBSA values and commitment to maintaining high standards of ethical conduct. Noncompliance can affect and potentially end BBBSA's business relationship with a federally-funded contractor or supplier.

The work we do together is critical to the success of our mission. We thank you for your commitment to our values and our mission.

Sincerely,

Pam Iorio
President & CEO

December 2018

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Introduction

Purpose of the Federal Vendor Code of Conduct

This Federal Vendor Code of Conduct (the "Vendor Code") affirms our high ethical and professional conduct standards for any vendors, contractors, consultants, sub-contractors, and other non-employee workers who are doing business with BBBSA and paid using federal funds ("Federal Vendors"). No code or policy can anticipate every situation that might arise, but the Vendor Code is intended to provide you with: 1) guidance on how to recognize and deal with ethical issues in keeping with BBBSA's values; and 2) explain the mechanisms for reporting unethical conduct.

Our Values

As the nation's pre-eminent youth mentoring organization, we hold ourselves and our employees to high standards of ethics, values, performance, and professionalism. These values drive everything we do:

Integrity

- Demonstrating honesty and transparency in all of our dealings
- Upholding exemplary ethical principles
- Making decisions that reflect high standards of proper stewardship and accountability of resources

Excellence

- Being accountable for our actions
- Delivering every product and service of the national office in an outstanding manner
- Developing a quality workforce
- Showing pride in our efforts and in the organization for which we work

Teamwork

- Working in full cooperation and mutual support that inspires trust and respect to achieve a common goal
- Creating a spirit of service

Respect

- Honoring diversity and inclusion
- Showing consideration and regard for individuals and institutions
- Being tolerant and appreciative
- Accepting individual differences

Questions and Reporting

An important part of your commitment to our values and to our ethical standards is your obligation to let us know about actual or suspected violations of the Vendor Code, suspected violations of laws or regulations, or other improper conduct. If you have legitimate, good-faith concerns about something, we want you to let us know so we can address it. To report an actual or suspected violation:

- Report it directly to our Ethics Officer. You can reach him by email, phone, or mail at:

Chris Torres
General Counsel & Chief Ethics Officer
Big Brothers Big Sisters of America
5202 North Rocky Point Drive., Suite 550
Tampa, FL 33607
torresch@gtlaw.com

- Use the confidential Ethics Hotline to report a violation by telephone or the Internet. The number is 1-800-963-5541 and the reporting link is www.ethicspoint.com (select BBBSA). The Ethics Hotline is available 24 hours a day, 7 days a week and is maintained by a third-party vendor. Ethics Hotline reports may be made anonymously.

We also encourage you to bring any questions regarding this Vendor Code, any particular circumstances that might arise, or any other ethics questions to the Ethics Officer.

Violations of this Vendor Code

Compliance with this Vendor Code is mandatory for all Federal Vendors, which, as defined above, includes vendors, contractors, consultants, their sub-contractors, and all non-employee workers providing federally-funded or supported services for or on behalf of BBBSA. We reserve the right to conduct investigations and audits, including Federal Vendor site visits, to verify that a Federal Vendor's business operations meet the standards in this Vendor Code. Federal Vendors and their employees must cooperate in the event of an audit or investigation.

Violations of the Vendor Code may result in cancellation of the business or agreement between the Federal Vendor and BBBSA. This includes, but is not limited to, the following violations:

- Engaging in misuse of federal grant funds or any other funds entrusted to BBBSA
- Failing to disclose to our BBBSA information concerning the misuse of federal grant funds or any other funds entrusted to BBBSA
- Authorizing or directly participating in actions that violate the Vendor Code
- Concealing a violation or failing to report a violation of the Vendor Code
- Refusing to cooperate in the investigation of a violation of the Vendor Code
- Retaliating, directly or indirectly, against an individual for the good faith reporting of a violation of the Vendor Code

Financial Stewardship

Financial Stewardship

BBBSA is a steward of every dollar that is entrusted to our organization and to the work we do. Whether those funds come from federal grants, foundation grants, corporate donations, individual gifts, or affiliate fees, we are obligated to protect the funds and ensure that they are used as intended and in accordance with all laws, regulations, and requirements. This includes using BBBSA resources responsibly and only for legitimate business purposes, and protecting BBBSA resources from fraud (actual or suspected), waste, abuse, theft, or any other misuse.

Definitions and Examples of Misuse of Funds

- **Fraud** is intentional deception, *e.g.*, to result in financial or personal gain.
- **Waste** is the loss or misuse of organization resources that results from deficient practices, system controls, or decisions.
- **Abuse** is the intentional, wrongful, or improper use of resources or misuse of rank, position, or authority that causes the loss or misuse of resources, such as tools, vehicles, computers, copy machines, etc.
- **Theft (or misappropriation)** is the act of taking something from someone unlawfully.

Improper financial stewardship by Federal Vendors can take many forms and affect many types of business records. The following are only a few examples:

- Improperly billing BBBSA for work that was not performed
- Intentionally making false or misleading entries in books, records, reports, invoices, timesheets, or expense reports, or aiding others in doing so
- Falsifying documents or certifications required by BBBSA procedures, regulations, or funders, including providing your signature as a quality assurance check without completing the inspection process
- Failing to follow applicable procedures, authorization, and documentation, including

federal grant requirements

Conference Policy & Procedures

Federal Vendors who conduct conferences, meetings, or training sessions are responsible for reviewing and adhering to BBBSA's Conference Policy & Procedures.

Federal Grant Reporting Obligations

While BBBSA will not tolerate misuse of any of its funds, we have a specific obligation to promptly report all credible evidence of misuse of federal funds to appropriate government officials, including federal agencies that awarded the funds, the DOJ OIG and/or other federal Inspectors General.

BBBSA will not disburse any federal funds to any Federal Vendor unless the Federal Vendor has certified, during that year, that it is in compliance with this Vendor Code and all applicable rules governing the use of federal grant funds.

BBBSA Resources

General BBBSA Resources

Federal Vendors are not permitted to use BBBSA's name or logo, trademarks or other intellectual property without BBBSA's express written consent. Federal Vendors must also follow copyright laws and honor and protect intellectual property rights of third parties. Federal Vendors and their employees are prohibited from using BBBSA resources or facilities to solicit or distribute information or materials not connected with regular BBBSA work.

Supporting Documents

Federal Vendors must submit invoices for compensation. Each invoice must explicitly agree to the original contract(s) with BBBSA in terms of both services provided and compensation, including hours worked. BBBSA will only reimburse Federal Vendors for pre-approved expenses that are supported by contemporaneous source documentation, including paid receipts or invoices.

Confidential and Proprietary Information

Federal Vendors that are provided access to sensitive information must enter into and abide by the terms of a Confidentiality Agreement with BBBSA. Federal Vendors must protect such information from intentional or accidental disclosure. They must carefully restrict physical and electronic access to sensitive information and only share it with others who

have an approved business need to know.

Some Ways to Protect Sensitive Information

- Do not use photos of our Bigs and Littles without appropriate permissions and release forms from BBBSA
- Do not release BBBSA business information that has not been made public to private individuals, organizations, or government bodies unless demanded by legal process
- Do not use confidential information obtained in the course of your affiliation with BBBSA for the purpose of advancing any private business interest or for other personal or business gain
- Refer requests for confidential or sensitive information to BBBSA
- Refer requests for information from the media to BBBSA
- Keep sensitive files and materials in locked drawers

Conflicts of Interest

BBBSA employees, officers, directors, Federal Vendors, and other interested parties must never permit their personal interests to conflict or appear to conflict with the best interests of our organization. This conflict of interest policy is designed to help you identify and avoid situations that present potential conflicts of interest. You are required to disclose both potential and actual conflicts of interests to BBBSA so BBBSA can appropriately manage conflicts in accordance with legal requirements and BBBSA's commitment to accountability and transparency in our operations. This conflict of interest policy supplements but does not replace federal and state laws governing conflicts of interest applicable to BBBSA. If you have any questions about the policy, please ask our Ethics Officer.

Interested Parties

In this policy, we call a person with a conflict of interest an "interested party." An "interested party" is any person serving as a BBBSA officer, employee, member of the BBBSA Board of Directors, major donor to BBBSA, agent of BBBSA, or anyone else in a position of control over BBBSA, who has a personal interest that conflicts with BBBSA's interest. It includes a family member of an interested party, which is a spouse/partner, parent, spouse/partner's parent, child or spouse/partner of child, brother, sister, or spouse/partner of a brother or sister, or anyone (other than a domestic employee) who shares such person's home, and any organization which employs or is about to employ any of the parties listed above.

What is a Conflict of Interest?

A conflict of interest arises when an interested party may have to choose between what is in its best interests (financial or otherwise) and what is in BBBSA's interests. Situations or

transactions arising out of a conflict of interest can result in either inappropriate financial gain to the interested party or the appearance of a lack of integrity or transparency in BBBSA's decision-making process. Both results are damaging to BBBSA and must be avoided.

There are too many examples of real or perceived conflicts of interest that could involve a Federal Vendor, but here are some common situations in which they are likely:

- BBBSA contracts to purchase or lease goods, services, or properties from a Federal Vendor that is fully or partially owned or controlled by an interested party.
- The Federal Vendor employs or offer employment to an interested party.
- The Federal Vendor provides gifts to an interested party to obtain or retain business.
- A Federal Vendor seeks to use confidential information obtained from BBBSA for its own benefit (not necessarily financial) or for the benefit of a third party.
- A Federal Vendor is involved in developing a Request for Proposal and seeks to bid on the work covered by the RFP

Prohibition on Conflicts of Interest

Under no circumstances shall a BBBSA employee, officer, director, agent, or other interested party take part in or have an interest in the selection, award, or administration of any contract supported by a federal award if a conflict of interest, real or apparent, exists.

Gifts from Vendors

BBBSA officers, employees, and agents are prohibited from soliciting or accepting gifts, favors, gratuities, or anything of monetary value from any vendors, contractors, or parties to subcontracts, that are supported by or paid from a federal grant or award, including potential Federal Vendors and subcontractors, unless the gifts are unsolicited and of very nominal value.

Federal Vendors must never offer or provide personal incentives or rewards to BBBSA employees in an effort to influence a business decision such as a procurement award or contract. Providing cash or a cash equivalent of any kind to a BBBSA employee is strictly prohibited.

Disclosure of Potential Conflicts of Interest

Federal Vendors are under a continuing obligation to disclose both actual and potential conflicts of interest as soon as they are known or reasonably should be known. Annually, Federal Vendors will be asked to disclose any interests that could give rise to a conflict of interest through the form at the back of this Vendor Code. An actual conflict of interest does

not need to be present to constitute a violation. Federal Vendors must also avoid or disclose activities that create an appearance of a conflict of interest.

Disclosure statements shall be provided to the Ethics Officer. The Ethics Officer shall file copies of all Federal Vendor disclosure statements in official Federal Vendor files.

Where a potential or actual conflict exists between a Federal Vendor's interests and the interests of BBBSA with respect to a specific proposed action, policy, or transaction, the BBBSA General Counsel/Ethics Officer, Chief Financial Officer, and/or the BBBSA CEO will consider the matter and determine whether it is permissible under federal grant regulations and in the best interests of BBBSA. Where the potential or actual conflict involves the CEO or a board member, the BBBSA Board of Directors shall review and address the matter.

In all cases, decisions involving a conflict will only be made by disinterested persons, although the interested party may be asked to provide factual information and/or to answer questions.

Violations of Conflict of Interest Policy

Violations of the Conflict of Interest Policy are cause for immediate termination of a Federal Vendor relationship where BBBSA determines such action is appropriate.

Political Activities and Contributions

BBBSA employees, officers, directors, or agents are not authorized to make a political contribution on behalf of BBBSA or in BBBSA's name. For example, BBBSA employees, officers, directors, or agents are precluded from co-hosting a BBBSA event at which a political candidate is endorsed, conducting a BBBSA fundraising event for a politician, or wearing a BBBSA shirt to a political fundraising event. Federal Vendors must refrain from asking BBBSA employees, officers, directors, or agents to do anything that would violate this policy.

Government Relations

Unless you are a registered lobbyist for BBBSA, Federal Vendors are prohibited from interacting with public officials, including government employees and representatives, elected or appointed officials in foreign, federal, state and local governments, and other oversight agencies, on BBBSA's behalf. Some of these public officials are responsible for laws, regulations, rules, policies, and grants that affect us. We must ensure that our interactions with public officials comply with the letter and the spirit of the laws, regulations, and rules that cover these interactions. You may be required to submit a

Lobbying Certification form and Disclosure of Lobbying Activities form to BBBSA as part of the contract process.

Registered Lobbyists

Registered lobbyists for BBBSA are prohibited from using any federal appropriated funds for influencing or attempting to influence an officer or employee of any federal agency, a Member of Congress, an officer or employee of Congress, or an employee of a Member of Congress.

In addition, you must be truthful, courteous, and professional in communicating with public officials, and provide them with factually correct, current, and accurate information. We will not tolerate any behavior by a Federal Vendor that creates or contributes to a situation in which the responsibilities, judgment, or objectivity of a public official becomes compromised. This includes, but is not limited to:

- Offering, promising, or giving anything of value to any public official in to assist you or BBBSA in obtaining or retaining business or to obtain any improper advantage
- Disregarding rules that apply to business courtesies given to public officials
- Causing a public official or other interested person to violate any law, regulation, or rule applicable to such public official or interested person

Safety

Drug-Free Workplace

BBBSA is committed to providing an alcohol and drug free workplace for its employees and complies with the provisions of the Drug Free Workplace Act of 1988 (Public Law 100-690). All Federal Vendors are expected to adhere to our commitment to this Act.

Seat Belt Use

BBBSA encourages all Federal Vendors to wear seat belts while driving company-owned, rented, or personal vehicles while they are on BBBSA-related projects or jobs.

Text Messaging While Driving

BBBSA enforces the federal ban on text messaging while driving company-owned, rented, or Government-owned vehicles; while driving privately-owned vehicles while on official Government business; or when performing any work for or on behalf of the Government. Federal Vendors should adhere to applicable regulations regarding text messaging while driving.

Ethical Commitment Pledge

Each of us is responsible for creating, promoting, and maintaining a culture that supports our values and encourages ethical conduct and compliance with the law. By signing this Vendor Code, you are making the following ethical commitment pledges.

Federal Vendor Pledge

As a BBBSA Federal Vendor, I will:

- Uphold the law
- Comply with BBBSA's values and policies and procedures
- Be honest, transparent, and avoid and/or disclose potential or actual conflicts of interest
- Report, in good faith, actual or suspected ethical misconduct
- Seek clarification and guidance on ethics, compliance, and legal issues when unclear about what to do
- Inform BBBSA immediately if I am excluded from participation in any government program, including but not limited to, if I am placed on the Excluded Parties List System in the federal government System for Award Management
- Cooperate with BBBSA investigations by providing complete and truthful information and related documentation



Federal Vendor Code of Conduct Annual Certification

On behalf of _____ ("Vendor"), I acknowledge that Vendor has received, carefully read, and agrees to abide by Big Brothers Big Sisters of America's Federal Vendor Code of Conduct. I understand that Vendor's employees, officers, directors, agents, and subcontractors are responsible for adhering to the principles of the Federal Vendor Code of Conduct, and confirm that it will conduct itself in accordance with those principles.

By signing below on behalf of Vendor, I certify that Vendor is in compliance with the Federal Vendor Code of Conduct.

Signature

Printed Name and Title

Date

The certificate is mandatory for all BBBSA Vendors that receive or are paid with federal funds and must be completed annually.



Conflict of Interest Annual Affirmation of Compliance - Vendors

On behalf of _____ ("Vendor"), I certify that I have received and carefully read the BBBSA Conflict of Interest Policy and have considered the literal expression of the policy and its intent. By signing this affirmation, I confirm that I understand and will comply with the Policy.

Except as otherwise indicated below, I hereby state that Vendor does not have any conflict of interest, financial or otherwise, that may be seen as competing with the interests of BBBSA, nor shall Vendor benefit from any action, policy, or transaction made by BBBSA in a manner that has not been previously disclosed.

The following are a complete disclosure of any employment or contractual relationships with BBBSA employees, officers, directors, major donors, or agents, their families, or other interested parties; and of any ownership or financial stake in Vendor's business by BBBSA employees, officers, directors, major donors, or agents, their families, or other interested parties:

If any situation arises in the future that I think may involve Vendor in a conflict of interest, I will make a prompt and full written disclosure of the circumstances.

Printed Name

Signature

Date

The certificate is mandatory for all BBBSA Vendors that receive or are paid with federal funds and must be completed annually.