

## Code of Ethics March 2023

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## Introduction

This Code of Ethics applies worldwide to all Directors, Officers, employees, consultants and volunteers of the Wildlife Conservation Network.

We must all work to uphold high ethics and morals as embodied by WCN's Values in pursuance of our mission. Additionally, we are required to take reasonable steps to ensure that WCN's grant recipients and those working for WCN or under our direction uphold the highest standards of conduct as defined in this document.

The standards of conduct expected of each of us in the discharge of our responsibilities are outlined in this Code, together with our mission, vision, values, and internal rules and procedures.

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The Code commands us to think about our actions and to consider them in the context of:

- Are they ***legal***?
  - Do they adhere to ***WCN policies, practices, and regulations***?
  - Are they aligned with ***WCN's values***?
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If the answer to any of these questions is not a clear "yes", or you think that one of WCN's policies is at odds with this code, please get input from your supervisor, the HR staff, the CFO or

a different member of WCN's leadership team. The CFO has overall responsibility and is the primary point of contact for the implementation of this code of ethics.

Supervisors and managers have extra responsibilities. They need to lead by example and demonstrate what it means to behave ethically. In addition to making sure staff members under their supervision adhere to the Code of Ethics, they should also take appropriate action if they have concerns with compliance of staff members they do not directly supervise. Additionally, managers and supervisors are expected to foster an environment where WCN employees feel free to voice their concerns and ask questions.

Your employment or other relationship with WCN is contingent upon your adherence to this Code of Ethics. Failure to respect this Code could lead to disciplinary action, which could include loss of employment or affiliation with WCN.

## **Mission, Vision and Values**

**Mission:** *WCN protects endangered wildlife by supporting conservationists who ensure wildlife and people coexist and thrive.*

**Vision:** WCN ensures endangered wildlife flourishes around the world through our efficient financial and technical support to a network of entrepreneurial, field-based conservationists.

**Values:** WCN's values are the core principles that guide how WCN achieves its mission, reflecting WCN's unique organizational culture. These values serve as a beacon for how we respond to the choices we face, from the tactical to the strategic and from the mundane to the extraordinary.

- **Impact**  
We focus on measurable results. We use data, metrics, facts, and feedback to inform our decisions, push us towards improvement, and inspire innovation so that we have the greatest impact for wildlife.
- **Integrity**  
We honor our donors' investments with financial transparency, accountability, and efficiency. We conduct our work with honesty and we follow through on our commitments.
- **Community**  
We cultivate a community of people working together to save wildlife. We build relationships based on mutual respect, trust, and empathy.
- **Service**  
We listen to the needs of conservationists, donors, local communities, and our staff. We give support generously—focusing on abundance rather than scarcity—and go the extra mile to exceed expectations.

- **Collaboration**

We believe everyone has something to offer, so we embrace diverse and inclusive approaches to conservation. We succeed through partnership, rather than ownership, because we are stronger when we do not focus on who gets the credit.

## **Acting with Integrity**

WCN expects that all individuals and organizations that represent or are affiliated with WCN shall not participate in activities that would be considered **illegal** or **in conflict with our Values** or in a way that would result in a **Conflict of Interest**.

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- We have a duty to **disclose conflicts of interests** or **related party transactions** that may impact our **integrity**.
  - We must act in an **ethical manner** in accordance with our **Values** and avoid situations that might cause one to question our **integrity**.
  - It is our responsibility to **educate ourselves** on the laws and regulations regarding **Anti-bribery, Anti-Corruption, and Sanctions Compliance** and to make sure we are compliant.
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## **Conflicts of Interest**

We will engage only with parties who are aligned with WCN's values and who are independent and objective. Independence and objectivity will be determined by whether a person or party has an actual or potential interest that impairs, or might appear to impair his or her independence or objectivity in the discharge of his or her responsibilities and duties.

## **Related Party Transactions**

All transactions with related parties must be disclosed. Related parties include: family members, relatives, entities with which you have a beneficial or ownership interest, and fiscally sponsored organizations or affiliates.

## **Duty to Disclose**

We must disclose in good faith any possible conflict of interest, including any related party transaction, as soon as we become aware of the potential conflict and always before the consideration of the transaction or commitment. The disclosure should be made in writing to the CFO and shall include all material facts about the potential or perceived conflict.

## **Procurement**

WCN is committed to procure the goods and services required for its operations, so as to comply with applicable laws and donor requirements and make the best possible use of its resources. Whenever practicable, multiple quotes and or bids for services shall be obtained and vendors shall be selected based on lowest cost unless the goods or services provided can be determined to be measurably superior by a competing bidder. WCN also is committed to including environmental impacts as a factor in purchasing decisions.

## **Accepting Gifts**

Gifts, meals, and entertainment may be accepted only when appropriate and where there is no risk of the perception that the intention was to influence a business decision. Gifts must be within reasonable value financially, and entertainment must not go beyond what is reasonable. When in doubt, staff will speak with their supervisor.

## **Anti-corruption and Anti-bribery**

WCN is committed to operating in an ethical manner and in compliance with applicable anti-bribery laws and regulations in the United States and other jurisdictions in which we operate. Bribery is defined as the direct or indirect giving or receiving of improper payments or other benefits for purposes of obtaining any advantage.

Caution must be exercised when working with government officials or working with a grantee or a fiscal agent who works with government officials in order to avoid any perceived or actual acts of bribery.

WCN is opposed to corruption and promotes integrity as we take a holistic approach to incorporating our values in all of our global endeavors and initiatives.

Staff and agents of WCN should make themselves aware of the laws and regulations regarding Anti-corruption and Anti-Bribery including the Foreign Corrupt Practices Act (FCPA).

WCN's full Anti-corruption and Anti-bribery policy can be found in [Appendix A](#) of this policy.

## **Sanctions Compliance**

The Office of Foreign Assets Control (OFAC), within the US Department of the Treasury, administers economic sanctions targeting certain countries, individuals, entities and

organizations in order to further the national security and foreign affairs objectives of the US government. WCN staff members shall exercise due diligence in order to ensure compliance with OFAC requirements including searching all grantees, affiliates, and key personnel of grantees and affiliates against the US OFAC database before any financial transactions or commitments are made.

### **Political Activities and Lobbying**

As a tax-exempt organization, WCN is prohibited from participating or intervening, directly or indirectly, in any political campaign on behalf of, or in opposition to, any candidate for public office. WCN staff, contractors, and officers have the right to engage in political campaign activities as private citizens; however, these activities must avoid any appearance of speaking or acting on behalf of WCN.

**Lobbying** is any attempt to influence legislation by: stating a position on specific legislation to legislators or other government employees who participate in the formulation of legislation, known as direct lobbying; or by urging people to contact their legislators with a position on specific legislation, a “call to action” also known as grassroots lobbying. Lobbying is not strictly prohibited and a limited amount of lobbying is allowed under IRS regulations. All known lobbying activities should be tracked and reported to the Chief Financial Officer.

### **Whistleblower Policy**

The WCN Whistleblower Policy is intended to encourage all directors, officers, and staff to report suspected or actual occurrence(s) of illegal, unethical, or inappropriate events (behaviors or practices) without retribution. No director, officer, or employee who in good faith reports a violation will suffer harassment, retaliation, or adverse employment consequences. Refer to WCN’s full Whistleblower Policy in [Appendix B](#) for additional details.

### **Supporting Communities and Inclusion**

In support of WCN’s core values of Communities and Collaboration and our focus on diversity, inclusion, mutual respect, trust and empathy, WCN has the expectation that individuals and organizations that represent WCN shall abide by WCN policies for Communities and Inclusion.

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- We build relationships based on ***mutual respect, trust, and empathy.***
  - We are committed to respecting ***human rights.***
  - We do not tolerate ***discrimination*** or ***harassment*** of any kind.
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## **Human Rights**

WCN is committed to respecting and promoting human rights in accordance with the standards of the Universal Declaration of Human Rights and the United Nations Declaration on the Rights of Indigenous Peoples.

WCN has mechanisms in place to ensure grant recipients are aware of and abide by the standards of the Universal Declaration of Human Rights and the United Nations Declaration on the Rights of Indigenous Peoples. These processes ensure: funded activities will not violate human rights or Indigenous people's rights; grantees are not in any way complicit in the violation of human rights by a third-party entity; grantees involved in law enforcement follow all relevant laws are followed; and that steps are in place to prevent human rights abuses by any authorities supported through this grant.

WCN and its employees, independent contractors, and grant recipients must inform WCN management of any violation of human rights or Indigenous people's rights, and endeavor to mitigate those violations.

## **Diversity and Inclusion**

As an international organization, one of our core values is that diverse perspectives and experiences are strengths to be harnessed. A diverse staff allows us to effectively draw on different perspectives to enhance the quality of decision-making and the delivery of services to our programs, partners, and donors.

Accordingly, we strive to attract, retain, and develop a diverse pool of talent along many dimensions, and leverage the diverse knowledge and experiences of all our employees. We welcome the wide range of experiences and viewpoints that our staff bring to WCN, including those based on nationality, gender, culture, educational and professional backgrounds, race, ethnicity, sexual orientation, gender identity and expression, disability, age, economic background, and religion.

In our inclusive workplace, all employees at every level of WCN are valued members of the WCN community, regardless of their employment status as staff or contractual.

***Everyone is assured of the right to equitable, fair, and respectful treatment.***

## **Equal Opportunity and Non Discrimination**

WCN strives to comply with all applicable laws prohibiting discrimination and we are an equal opportunity employer. We make employment decisions on the basis of merit and business need. WCN policy prohibits unlawful discrimination in employment, recruiting and selection based on race, color, religious creed, gender, genetic information, genetic characteristics, gender identity, gender expression, transgender status, religion, marital status, military status, age, national origin or ancestry, physical or mental disability, medical condition, sexual orientation, or any other consideration made unlawful by federal, state or local laws. All such discrimination is unlawful.

## **Harassment**

WCN strives to provide a work environment that is pleasant, professional, and free from intimidation, hostility, or other offenses which might interfere with work performance. Harassment of any sort - verbal, physical, or visual - will not be tolerated. This includes sexual harassment, racial harassment, as well as harassment based on an employee's status in a protected class. This policy extends to unlawful harassment of, or by vendors, paid or unpaid interns, volunteers, applicants, independent contractors, customers, donors, or others with whom employees may come into contact during their work for WCN and could result in disciplinary action up to and including termination of the relationship.

WCN's full EEO, Non-Discrimination, and Harassment policies can be found in [Chapter One of the Employee Handbook](#).

## **Appendix A: WCN Anti-Corruption and Anti Bribery Policy**

WCN is committed to operating in an ethical manner and in compliance with applicable anti-bribery laws and regulations in the United States and other jurisdictions in which we operate. It is the policy of WCN to prohibit the direct or indirect giving or receiving of improper payments or other benefits for purposes of obtaining any advantage. WCN has obligations under the Foreign Corrupt Practices Act (FCPA). In essence, this law prohibits the payment of bribes, and requires maintenance of accurate books and records with sufficient internal controls to provide reasonable assurances that transactions are executed and accounted for in accordance with management's authorization.

Neither WCN nor any of its employees, independent contractors, agents, affiliates, representatives, volunteers, or other associated personnel, shall directly or indirectly: Give, offer, authorize, or promise anything of value to a foreign government official (including a party or public official, candidate, third-party agent, joint-venture partner, representative or affiliate), or to any other person knowing that the payment or promise will be passed on to a foreign government official with a corrupt motive (includes conscious disregard or wilful blindness) for the purpose of (i) improperly influencing any act or decision of a public official, political party, party official, or candidate, (ii) inducing such person to perform or omit any action in violation of his, her, or its lawful duty, (iii) securing an improper advantage, or (iv) improperly inducing such person to use his, her, or its influence to affect an official act or decision in order to assist in obtaining or retaining business for or with, or directing any business to, any person.

WCN and its employees, independent contractors, and grant recipients must maintain accurate books and records with sufficient internal controls to provide reasonable assurances that transactions are executed and accounted for in accordance with management's authorization. There is an obligation to report to the WCN management any instance of non-compliance with this agreement, and any anti-corruption or anti-bribery laws that they are aware of, either by a WCN employee, officer, director, grantee, contractor, or other third party associated or doing business with WCN. WCN staff and contractors shall employ due diligence over foreign contracts and grants in order to mitigate the risks of noncompliance.



## **Appendix B: WCN Whistleblower Policy**

Wildlife Conservation Network, Inc. Code of Ethics requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of WCN, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

### **Reporting Responsibility**

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.

### **What is a Whistleblower?**

A “whistleblower” is an employee who discloses information to a government or law enforcement agency, person with authority over the employee, or to another employee with authority to investigate, discover, or correct the violation or noncompliance, or who provides information to or testifies before a public body conducting an investigation, hearing or inquiry, where the employee has reasonable cause to believe that the information discloses:

1. A violation of a state or federal statute,
2. A violation or noncompliance with a local, state or federal rule or regulation, or
3. With reference to employee safety or health, unsafe working conditions or work practices in the employee’s employment or place of employment.

A whistleblower can also be an employee who refuses to participate in an activity that would result in a violation of a state or federal statute, or a violation of or noncompliance with a local, state or federal rule or regulation.

### **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. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within WCN prior to seeking resolution outside the Organization.

Specifically:

1. An employer may not make, adopt, or enforce any rule, regulation, or policy preventing an employee from being a whistleblower.
2. An employer may not retaliate against an employee who is a whistleblower.
3. An employer may not retaliate against an employee for refusing to participate in an activity that would result in a violation of a state or federal statute, or a violation or noncompliance with a state or federal rule or regulation.

4. An employer may not retaliate against an employee for having exercised his or her rights as a whistleblower in any former employment.

Under California Labor Code Section 1102.5, if an employer retaliates against a whistleblower, the employer may be required to reinstate the employee's employment and work benefits, pay lost wages, and take other steps necessary to comply with the law.

### **Reporting Violations**

The Code addresses WCN'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. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with someone in the Human Resources Department or anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected violations of the Code of Conduct to the Organization's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization's open door policy, individuals should contact the Organization's Compliance Officer directly.

### **Compliance Officer**

The Organization's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and shall advise the members of the Board of Directors. The Compliance Officer has direct access to the audit committee of the board of directors and is required to report to the audit committee at least annually on compliance activity. The Organization's Compliance Officer is the chair of the audit committee.

### **Accounting and Auditing Matters**

The audit committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the audit committee of any such complaint and work with the committee until the matter is resolved.

### **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 after having received the complaint. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Audit Committee Compliance Officer: Margaret McCarthy, (415) 999-7496