

The Hemispherectomy Foundation Code of Conduct

Preface

The Code of Conduct for the Hemispherectomy Foundation is pretty simple. "Don't do bad things." We should generally apply these words to how we serve our Hemispherectomy Families and Community. But, it is much more than that. It's about providing our families unbiased support for their needs and giving them the best services that we can. But it's also about doing the right thing more generally -- following the law, acting honorably and treating each other with respect.

The Hemispherectomy Foundation Code of Conduct is one of the ways that we can put this philosophy into practice. It's built around the recognition that everything we do in connection with our work with The Hemispherectomy Foundation will be, and should be, measured against the highest possible standards of ethical non-profit business conduct. Our commitment to the highest standards helps us find great volunteers, who then provide great services to the families that we serve

So please do read the Code, and follow it, always bearing in mind that each of us has a personal responsibility to incorporate, and to encourage other Hemispherectomy Foundation workers to apply, the principles of the Code into our work. And if someone isn't following the Code, then don't be silent. Tell someone.

Who Must Follow Our Code?

We expect all of our volunteers, staff, and Board members to know and follow the Code. Failure to do so can result in being removed from the job that you love to do. Moreover, while the Code is specifically written for The Hemispherectomy Foundation, we expect contractors, consultants and others who may be temporarily assigned to perform work or services for the Foundation to follow the Code too. Failure of a contractor or consultant or other covered service provider to follow the Code can result in termination of their relationship with The Hemispherectomy Foundation.

What If I Have a Code-Related Question or Concern?

If you have a question or concern, don't just sit there. You can contact any director or Board Member to voice your concerns. If you want to remain anonymous, then send a letter to The Hemispherectomy Foundation's Address (PO Box 1239, Aledo, Texas, 76008) and address it to a specific person or group.

No Retaliation

The Hemispherectomy Foundation prohibits retaliation against any person or groups who report or participates in an investigation of a possible violation of our Code. If you believe you are being retaliated against, please contact a director or Board Member.

I. Obey the Law and IRS Rules

The Hemispherectomy Foundation takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements and prohibitions. While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to 501(c)(3) Public Charity work.

a. Private Benefit and Inurement

The Hemispherectomy Foundation is prohibited from allowing more than an insubstantial accrual of private benefit to individuals or organizations. This restriction is to ensure that a tax-exempt organization serves a public interest, not a private one. If a private benefit is more than incidental, it could jeopardize the The Hemispherectomy Foundation's tax exempt status.

No part of The Hemispherectomy Foundation's net earnings may inure to the benefit of a private individual. This means that The Hemispherectomy Foundation is prohibited from allowing its income or assets to accrue to insiders. An example of prohibited inurement would include payment of unreasonable compensation to an insider. An insider is a person who has a personal or private interest in the activities of the The Hemispherectomy Foundation such as an officer, director, or a key volunteer. Any amount of inurement may be grounds for loss of tax-exempt status.

If The Hemispherectomy Foundation provides an excess economic benefit to a person who is in a position to exercise substantial influence over its affairs, it has engaged in an excess benefit transaction (see **Reporting Excess Benefit Transactions** on www.irs.gov for more details).

b. Political Campaign Intervention

The Hemispherectomy Foundation is absolutely prohibited from directly or indirectly participating in, or intervening in, any political campaign on behalf of (or in opposition to) a candidate for public office. Contributions to political campaign funds or public statements of position made on behalf of The Hemispherectomy Foundation in favor of or in opposition to any candidate for public office clearly violate the prohibition against political campaign activity. Violation of this prohibition may result in revocation of tax-exempt status and/or imposition of certain excise.

The political campaign activity prohibition is not intended to restrict free expression on political matters by leaders of public charities speaking for themselves as individuals. However, for The Hemispherectomy Foundation to remain tax exempt under section 501(c)(3), organization leaders cannot make partisan comments in official Hemispherectomy Foundation publications or at official functions and should clearly indicate that their comments are personal and not intended to represent the views of The Hemispherectomy Foundation.

c. Legislative Activities

The Hemispherectomy Foundation is not permitted to engage in substantial legislative activity (commonly referred to as lobbying). The Hemispherectomy Foundation will be regarded as attempting to influence legislation: if it contacts, or urges the public to contact, members or employees of a legislative body for purposes of proposing, supporting or opposing legislation; or if The Hemispherectomy Foundation advocates the adoption or rejection of legislation. If lobbying activities are substantial, The Hemispherectomy Foundation may fail the operational test and risk losing its tax-exempt status and/or be liable for excise taxes.

d. IRS Filing Requirements

The Hemispherectomy Foundation is responsible each year (May 15th unless an extension is filed) to file, with the IRS, a Form 990 (Return of Organization Exempt from Income Tax).

In addition, The Hemispherectomy Foundation should stay abreast of all IRS and other government regulations and their associated filing requirements.

II. Maintain Good Records and Record Keeping Practices

The Hemispherectomy Foundation must maintain books and records to show that it complies with tax rules. In addition, The Hemispherectomy Foundation should maintain records so that its activities are plainly related to its mission of charitable work and so that it can show that it qualifies for exemption as a public charity. Finally, The Hemispherectomy Foundation should document all receipts and expenditures in a manner that allows accurate completion of Form 990 to the IRS. In addition, good record keeping can will benefit the following areas:

a. Evaluate The Hemispherectomy Foundation Charitable Programs

The Hemispherectomy Foundation will use records to evaluate the success of its charitable programs and determine whether it is achieving the desired results. Good records can also help The Hemispherectomy Foundation identify problem areas and determine what changes it may need to make to improve performance.

b. Evaluate Budget

Without proper financial records, it is difficult for The Hemispherectomy Foundation to assess whether it has been successful in adhering to the budget. The ability to monitor income and expenses and ensure that the organization is operating within its budget is crucial to successful stewardship of any public charity.

c. Prepare Financial Statements

The Hemispherectomy Foundation will maintain sufficient financial information in order to prepare accurate and timely annual financial statements. We may need these statements when it is working with banks, creditors, contributors, and funding organizations. Some states require charities to make audited financial statements publicly available. The Hemispherectomy Foundation needs to be prepared for these situations.

d. Prepare Annual Information and Tax Returns

The Hemispherectomy Foundation records must support income, expenses, and credits reported on Form 990 series and other tax returns. Generally, these are the same records used to monitor programs and prepare financial statements. Books and records of The Hemispherectomy Foundation must be available for inspection by the IRS. If the IRS examines a public charity's returns, the organization must have

records to explain items reported. Having a complete set of records will speed up the examination.

e. Identify Sources of Receipts

The Hemispherectomy Foundation may receive money or property from many sources. With thorough recordkeeping, a charity can identify the sources of receipts. The Foundation needs this information to separate program from non-program receipts, taxable from non-taxable income, and to complete Schedule A or B of Form 990 or Form 8734.

f. Substantiate Revenues, Expenses and Deductions for Unrelated Business Income Tax (UBIT) Purposes

The Hemispherectomy Foundation will keep records to substantiate the amount, if any, of unrelated business taxable income. An organization must appropriately track the financial revenues and expenses subject to UBIT reporting in order to prepare its unrelated business income tax return, Form 990-T, *Exempt Organization Income Tax Return*.

g. Comply with Grant-Making Procedures (Grants to Individuals)

Because the Hemispherectomy Foundation makes grants to individuals, it must keep adequate records and case histories to demonstrate that grants to individuals serve its charitable purposes. Case histories on grants to individuals should show names, addresses, purposes of grants, manner of selection, and relationship (if any) that the recipient has with any members, officers, trustees, or donors of the organization.

III. Serve Our Hemispherectomy Families and Community

Our families and community value The Hemispherectomy Foundation not only because we provide kind and compassionate services, but because we hold ourselves to a higher standard in how we treat them and operate more generally. Keeping the following principles in mind will help us to maintain that high standard:

a. Integrity

Our reputation as a Non-Profit 501(c)(3) Public Charity, that our Hemispherectomy Families and Community can trust, is our most valuable asset, and it is up to all of us to make sure that we continually earn that trust. All of our communications and other interactions with our Hemispherectomy Families and Community should increase their trust in us.

b. Usefulness

Our charitable services should make The Hemispherectomy Foundation more useful for all our Hemispherectomy Families and Community. We have many different types of families and constituents, but one guiding principle: 'Is what we are offering useful?'

c. Appearance

When we are serving as a representative of The Hemispherectomy Foundation, we should always strive to be clean, neat, organized, and tidy so that we project an image of professionalism to those that come in contact with us.

d. Privacy

Always remember that we are asking our Hemispherectomy Families and Community to trust us with their information, funds, and other assets in performing our charitable work. Preserving that trust requires that each of us respect and protect the privacy of that information.

e. Responsiveness

Part of being useful and honest is being responsive: We recognize relevant family feedback when we see it, and we do something about it. We take pride in responding

to communications from our Hemispherectomy Families and Community, whether questions, problems or compliments. If something is broken, fix it.

f. Take Action

Any time you feel our Hemispherectomy Families and Community aren't being well-served, don't be bashful -- let someone in the Foundation know about it. Continually improving our services takes all of us, and we're proud that we champion our Hemispherectomy Families and Community and take the initiative to step forward when the interests of our Hemispherectomy Families and Community are at stake.

IV. Respect Each Other

We are committed to a supportive work environment, where volunteers have the opportunity to reach their fullest potential. Each volunteer is expected to do his or her utmost to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination of any kind.

a. Equal Opportunity Work

Working for The Hemispherectomy Foundation is based solely upon individual merit and qualifications directly related to professional competence. We strictly prohibit unlawful discrimination or harassment of any kind, including discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled.

b. Positive Environment

The Hemispherectomy Foundation prohibits unlawful harassment in any form -- verbal, physical, visual, or other.

If you believe you've been harassed by anyone at The Hemispherectomy Foundation, you should immediately report the incident to a director or the Board of Directors. Similarly, directors who learn of any such incident should immediately report it to the Board of Directors.

c. Drugs and Alcohol

Our position on substance abuse is simple: It is incompatible with the health and safety of our volunteers, and we don't permit it. Illegal drugs in our offices or at sponsored events are strictly prohibited.

d. Safe Workplace

We are committed to a violence-free work environment, and we will not tolerate any level of violence or the threat of violence within the foundation. If you become aware

of a violation of this policy, you should report it to a director immediately. In case of potential violence, contact the police immediately.

V. Avoid Conflicts of Interest

In working at The Hemispherectomy Foundation, we have an obligation to always do what's best for the Foundation and our Hemispherectomy Families and Community. When you are in a situation where competing loyalties could cause you to pursue a personal benefit for you or your friends or family at the expense of The Hemispherectomy Foundation or our Hemispherectomy Families and Community, you may be subject to a conflict of interest. All of us should avoid circumstances that present even the appearance of such a conflict.

When faced with a potential conflict of interest, ask yourself:

- Would this relationship or situation embarrass me or The Hemispherectomy Foundation if it showed up on the front page of a newspaper or the top of a blog?
- Am I reluctant to disclose the relationship or situation?
- Could the potential relationship or situation create an incentive for me, or be perceived by others to create an incentive for me, to benefit myself, my friends or family or an associated business, at the expense of The Hemispherectomy Foundation?

If the answer to any of these questions is 'yes,' the relationship or situation is likely to create a conflict of interest, and you should avoid it.

Below we provide guidance in six areas where conflicts of interest often arise:

- personal investments
- outside employment and inventions
- outside board memberships
- business opportunities found through work
- personal relationships at work, and
- accepting gifts and other business courtesies

In each of these situations, the rule is the same - you must avoid conflicts, and if you face a potential conflict of interest, review the situation with your leadership team.

a. Personal Investments

A common conflict of interest involves a personal investment in a customer, supplier, partner or competitor of The Hemispherectomy Foundation, where the investment is significant enough that someone might reasonably think that it could benefit that personal investment at the expense of The Hemispherectomy Foundation. When considering whether such an investment creates a conflict of interest, ask yourself:

- If the investment is in a customer, supplier, or partner of The Hemispherectomy Foundation, do you have a job or responsibilities at The Hemispherectomy Foundation that let you affect The Hemispherectomy Foundation's actions in ways that could help your investment at the expense of The Hemispherectomy Foundation? (The Hemispherectomy Foundation officers -- VP and above -- have particularly broad influence in this regard.)
 - If the answer is yes, the investment creates a conflict of interest.

If you are considering making an investment that creates a conflict of interest, don't make the investment. If you already have an investment that creates a conflict of interest, or are unsure whether an existing or contemplated investment is a conflict of interest, you should contact the Board of Directors.

b. Outside Board Memberships

The Hemispherectomy Foundation officers -- VP and above -- should obtain approval from the Board of Directors before accepting an outside board membership.

c. Gifts, Entertainment and Payments

Accepting gifts or entertainment from The Hemispherectomy Foundation's families, donors, suppliers, partners or competitors can easily create the appearance of a conflict of interest, especially if the value of the gift or entertainment is significant. As a result, The Hemispherectomy Foundation policy prohibits accepting significant gifts, entertainment or any other business courtesy from any of our families, donors, customers, suppliers, partners or competitors. Acceptance of inexpensive "token" non-cash gifts, infrequent and moderate business meals and entertainment and infrequent invitations to local sporting events and celebratory meals can be appropriate aspects of many business relationships, provided that they aren't excessive and don't create the appearance of impropriety. Gifts of cash or cash equivalents (e.g., gift certificates or prepaid gift cards) should never be accepted.

VI. Protect The Hemispherectomy Foundation's Assets

The Hemispherectomy Foundation's ability to survive in the competitive non-profit environment depends on how well we conserve foundation resources and protect foundation assets and information.

a. Intellectual Property

The Hemispherectomy Foundation's intellectual property rights (our trademarks, logos, copyrights, and "know-how") are valuable assets. Unauthorized use can lead to their loss or serious loss of value. Any use of The Hemispherectomy Foundation's trademarks and logos must be cleared in advance by Board of Directors. Report any suspected misuse of trademarks, logos or other foundation intellectual property to the Board of Directors.

Likewise, respect the intellectual property rights of others. Inappropriate use of others' intellectual property may expose The Hemispherectomy Foundation and you to criminal and civil fines and penalties.

b. Hemispherectomy Foundation Equipment

The Hemispherectomy Foundation gives us a portion of the tools and equipment we need to do our jobs effectively, but counts on us to be responsible and not wasteful with the resources we are given. Hemispherectomy Foundation equipment and other physical assets are not to be requisitioned for personal use. Not sure if a certain use of Non-Profit 501(c)(3) Public Charity assets is okay? Please ask one of the directors.

c. Employee and Family Data

We collect and store personal information from employees and constituent families around the world. Access this data only if you have a legitimate foundation need. Do not distribute this data.

VII. Ensure Financial Integrity and Responsibility

Financial integrity and fiscal responsibility are core aspects of not-for-profit professionalism. This is more than accurate reporting of our financials, though that's certainly important. The money we spend on behalf of The Hemispherectomy Foundation is not ours; it's the Foundation's and, ultimately, our constituent's. Each person at The Hemispherectomy Foundation -- not just those in financial positions -- have a role in making sure that money is appropriately spent, our financial records are complete and accurate and internal controls are honored. This matters every time we hire a new vendor, expense something to The Hemispherectomy Foundation, sign a new business contract or enter into any deals on The Hemispherectomy Foundation's behalf.

a. Spending The Hemispherectomy Foundation's Money

A core foundation value has always been to spend money wisely. When you submit an expense for reimbursement or spend money on The Hemispherectomy Foundation's behalf, make sure that the cost is reasonable, directly related to The Hemispherectomy Foundation's Non-Profit 501(c)(3) Public Charity business and supported by appropriate documentation. Always get approval before spending Foundation money and always record the business purpose. If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with the leadership team.

b. Signing a Contract

Never sign any contract on behalf of The Hemispherectomy Foundation unless you are authorized to do so by the Board of Directors, and you have studied the contract, understood its terms and decided that entering into the contract is in The Hemispherectomy Foundation's interest.

All contracts at The Hemispherectomy Foundation should be in writing and should contain all of the relevant terms to which the parties are agreeing -- The Hemispherectomy Foundation does not permit "side agreements," oral or written.

c. Recording Transactions

If your job involves the financial recording of our transactions, make sure that you're fully familiar with applicable accounting principles.

d. Reporting Financial or Accounting Irregularities

Never interfere in any way with the auditing of The Hemispherectomy Foundation's financial records. Similarly, you should never falsify any record or account, including time reports, expense accounts and any other foundation records.

e. Hiring Suppliers

As The Hemispherectomy Foundation grows, we enter into more and more deals with suppliers of equipment and services. We should always strive for the best possible deal for The Hemispherectomy Foundation. ALWAYS, I repeat ALWAYS try to get these services and/or supplies donated. While price is very important, it isn't the only factor worth considering. Quality, service, reliability and the terms and conditions of the proposed deal may also affect the final decision.

f. Retaining Records

It's important that we keep records for an appropriate length of time. The Hemispherectomy Foundation suggests minimum record retention periods for certain types of records. These are great guidelines, but keep in mind that legal requirements, accounting rules and other external sources sometimes specify longer retention periods for certain types of records, and those control where applicable. In addition, if asked to retain records relevant to a litigation, audit or investigation, do so until told that the retention is no longer necessary.

VIII. Conclusion

The Hemispherectomy Foundation aspires to be the best Non-Profit 501(c)(3) Public Charity. It's impossible to spell out every possible ethical scenario we might face. Instead, we rely on one another's good judgment to uphold a high standard of integrity for ourselves and our Non-Profit 501(c)(3) Public Charity. We expect all The Hemispherectomy Foundation's team to be guided by both the letter and the spirit of this Code. Sometimes, identifying the right thing to do isn't an easy call. If you aren't sure, talk to someone on our leadership team.