

Code of Ethics

For the Board of Directors of

Women's Business Enterprise National Council

As members of the WBENC Board of Directors, we are dedicated to upholding the highest standards of integrity, honesty, and professionalism and to promoting an environment that values respect, fairness and inclusion. The Board has approved a clearly stated mission and is committed to carrying out that mission at all times. We recognize that the WBENC mission can only be realized through observance of this Code of Ethics.

Responsibility and Care

As directors, we owe WBENC a duty of care. In order to fulfill this duty, we must be informed about WBENC, its mission, its operations and the transactions in which it engages. We will keep up-to-date on emerging issues affecting WBENC and its work. We will require the WBENC staff to provide us financial reports adequate for us to understand the assets, liabilities, revenues, and expenses of WBENC. We will require the staff to provide us access to a wide range of other information about WBENC and its operations. We will use all of this information to make informed and prudent decisions about the finances and operations of WBENC. We will ensure that WBENC has the resources to carry out its programs effectively and that those resources are used only for the benefit of WBENC. We will ensure that the Board meets regularly and will attend and participate in the Board meetings. We will exercise independent judgment in making decisions on the behalf of WBENC and we will do so in good faith and with the care, including reasonable inquiry, of an ordinarily prudent person.

Honesty and Transparency

We will communicate honestly, candidly, and openly in carrying out our duties as directors. We will use our best efforts to ensure that all information about WBENC fully and honestly reflects the policies and practices of the organization. We will work to maintain financial records that are factually accurate and complete in all material respects and fully disclose the financial condition of the organization. We will encourage a culture where individuals feel free to express their opinions, and engage in open and honest debate to build consensus. We will not take unfair advantage of anyone through manipulation, concealment, or misrepresentation of material facts.

Respect and Inclusiveness

We will treat others with respect, concern and courtesy. We will value the opinions and differences of all individuals. We will promote inclusiveness and diversity among the staff and Board of WBENC and will strive to maintain an environment that is free from any form of discrimination or harassment.

Compliance

We will endeavor to be knowledgeable of, and fully comply with, all applicable laws and regulations in the performance of our duties on behalf of WBENC and, when necessary, will seek appropriate counsel.

Confidentiality

We understand that we have a duty to protect the confidential and proprietary information of WBENC. We will not disclose this information to others without appropriate authorization. We will not use this

information for our own benefit or the benefit of others, including other organizations we serve without permission.

Loyalty

We affirm that, as directors, we have a duty of loyalty to WBENC which requires us to act in the best interest of the organization and not our own personal interests or the interest of any third party. We will not use our positions with WBENC for personal gain or to benefit another person or group at the expense of the organization, its mission, its reputation, and the constituents it serves. We will obey and enforce the conflict of interest policy attached to this Code as Appendix A.

Reporting and Enforcement

In general, the use of good judgment based on high ethical principles will guide us as directors of WBENC with respect to lines of acceptable conduct. However, if a situation arises where it is difficult to determine the proper course of conduct, or where questions or concerns arise concerning the propriety of certain conduct by another individual or individuals, we will bring the matter to the attention of the Chairperson, the President or the Chair of the Ethics Committee. All reports of breaches of ethical standards will be investigated by the WBENC Ethics Committee in accordance with the WBENC bylaws.

Agreement to Comply with WBENC's Code of Ethics

ACKNOWLEDGMENT OF UNDERSTANDING AND RECEIPT

PLEASE READ THIS WOMEN'S BUSINESS ENTERPRISE NATIONAL COUNCIL ("WBENC") CODE OF ETHICS ("CODE OF ETHICS"), AND COMPLETE AND RETURN THIS FORM TO:

**Pamela Prince-Eason
WBENC President and CEO
Fax: 202-872-5505
havery@wbenc.org**

This will acknowledge that I have received a copy of the WBENC Code of Ethics. I understand that I am responsible for reading, becoming familiar with, and complying with the policies described in the Code of Ethics, and that I am also responsible for maintaining a current version of the Code of Ethics. I agree that if I have any questions regarding the policies in the Code of Ethics, I will direct these questions to the WBENC President and CEO, Pamela Prince-Eason. I further understand and agree that the statements contained in the Code of Ethics are not intended to create any contractual or other legal obligations between me and WBENC. I understand the Code of Ethics is a document proprietary to WBENC and as such cannot be shared outside my company without authorization from WBENC.

Print Name: _____

Sign Name: _____

Company Name: _____

Date: _____