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**Ethics Policy
for Employees of the
Presbyterian Mission Agency,
the Office of the General Assembly,
and the Administrative Services Group
of the Presbyterian Church (U.S.A.), A Corporation**

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Introduction

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This Ethics Policy for Employees of the Presbyterian Mission Agency (“PMA”), the Office of the General Assembly (“OGA”), and the Administrative Services Group (“ASG”) of the Presbyterian Church (U.S.A.), A Corporation (“Ethics Policy”) addresses business ethics and does not include the other ethical values and policies of the Presbyterian Church (U.S.A.) (“PCUSA”)¹. The Ethics Policy applies to all employees of the PMA, the OGA, and ASG in matters relating to the performance of their duties and responsibilities for those entities. These employees have Presbyterian Church (U.S.A.), A Corporation (“A Corporation”) as their legal employer. The term “PMA/OGA/ASG” collectively refers to those two ecclesial bodies and one corporate body, their elected members, their respective staff members, the corporation, and all subparts thereof.

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All funds and property received and administered by the PMA/OGA/ASG are entrusted to the organization by God through the faithful financial support of PCUSA members and friends. The highest degree of stewardship and fiduciary responsibility is expected of all employees, including the receiving, reporting, and use of funds, property, and time. Employees are responsible for complying with laws, regulations², and General Assembly, PMA/OGA/ASG, and PCUSA policies and procedures.

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As a PMA/OGA/ASG employee, what does this Ethics Policy require of me?

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The required standards of this Ethics Policy are set out in 1-6 immediately below. The forms and processes are set out in the four attachments.

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Standards of Ethical Conduct

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1. ***Duty of Loyalty and Care.*** The duty of loyalty and care as well as the obligation of good stewardship requires all employees to act first in the best interests of the PMA/OGA/ASG rather than in the employee's own interests or the interests of another entity or person. These responsibilities are set forth below.

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2. ***Conflicts of Interest.*** All employees shall avoid conflicts of interest, potential conflicts of interest, and situations that give even the appearance of a conflict of interest.³

¹For other policies, see the employee handbooks of the PMA, OGA, and ASG and the Standards of Ethical Conduct approved by the 210th General Assembly (1998) of the Presbyterian Church (U.S.A.) as it applies to employees.

² Federal and state constitutional religious free exercise provisions, as well as laws and ordinances, exempt religious organizations from some laws. An employee should consult with the General Counsel if such questions arise.

³ Personal investments with the Presbyterian Church (U.S.A.) Foundation, Presbyterian Church (U.S.A.) Investment and Loan Program, Inc., or employee benefits provided by the Board of Pensions of the Presbyterian Church (U.S.A.) are not considered a conflict of interest.

- 1 a. **Definition.** “Conflict of interest” means any situation in which the employee may be
2 influenced or appear to be influenced in decision-making or business dealings by any motive
3 or desire for personal advantage other than the success and well-being of the
4 PMA/OGA/ASG.⁴ Personal advantage means a financial interest or some other personal
5 interest, whether present or potential, whether direct or indirect. This standard applies to
6 both actual and contemplated transactions. When in doubt, the employee is to assume there
7 might be a conflict and should raise the question pursuant to this Ethics Policy.
- 8 b. **Disclosure Deadlines.** All present and potential conflicts of interest issues must be disclosed
9 in writing annually (See Attachment 1) and thereafter as they arise. If the conflict is known
10 in advance of any meeting, business transaction, contract, or other activity at which issues
11 may be discussed or on which the issues may have a bearing on the employee’s approach,
12 whether directly or indirectly, it shall be disclosed ahead of time and the employee shall
13 abstain from any participation in the discussion or decision. If the conflict is not known in
14 advance, it shall be disclosed when the actual or potential conflict becomes apparent. All
15 disclosures are to be made promptly in writing to the employee’s supervisor and to the
16 General Counsel. (See Attachment 2).
- 17 c. **Potential Conflicts of Interest.** All employees are likewise to disclose promptly, in writing,
18 matters and relationships that have the potential for giving rise to the appearance of a
19 conflict in business dealings with the PMA/OGA/ASG. Examples include, but are not
20 limited to, financial interests, leadership roles, or board membership with vendors and other
21 organizations doing business with the PMA/OGA/ASG. PMA/OGA/ASG business dealings
22 with an employee’s friends and family⁵ are particularly sensitive and are to be disclosed and
23 carefully evaluated because of the potential for inferences of tangible or intangible personal
24 advantage and the appearance of impropriety. All disclosures are to be made promptly in
25 writing to the employee’s supervisor and to the General Counsel. (See Attachment 2).
- 26 d. **Gifts and Relationship Building.** To avoid appearances of impropriety, any gifts,
27 gratuities, special favors, and hospitality to an employee shall not be accepted by any
28 employee from any person or organization that sells, delivers, or receives any goods,
29 materials, or services to or from the PMA/OGA/ASG. This prohibition includes those
30 persons or organizations that desire to enter into such relationships with PMA/OGA/ASG. In
31 regards to employees being offered honoraria or being paid in a temporary pastoral
32 relationship with a particular church (for example as a stated supply), see Section 105 of the
33 PMA and ASG Employee Handbooks and Section 6.02 of the Employee Handbook the
34 OGA. **There are four exceptions to this rule:**
- 35 1. **Gifts, meals, outings, and relationship-building activities provided by Presbyterian**
36 **Church (U.S.A.) churches, middle governing bodies, partner churches or related**
37 **organizations** in connection with PMA/OGA/ASG business. Employees shall not accept
38 monetary gifts of any amount.

⁴ Outside employment, including but not limited to serving in a paid, temporary pastoral relationship with a particular church, is permitted as long as it does not interfere with the performance of work duties for the PMA/OGA/ASG or result in a conflict of interest as that term is defined in this Ethics Policy.

⁵ “Family” includes the employee’s spouse, parents, siblings, spouses of siblings, children, grandchildren, great-grandchildren, the spouses of children, grandchildren, and great-grandchildren, any other blood relative, and individuals who live in the employee’s home.

1 2. **Gifts that primarily benefit the PMA/OGA/ASG** and not an individual employee,
2 such as gifts of complimentary rooms given to the PMA/OGA/ASG by hotels, conventions,
3 and conferences in relation to official PMA/OGA/ASG business. Employees shall not accept
4 monetary gifts of any amount.

5 3. **Occasional small gifts (less than \$50.00 in value,** such as flowers or foodstuffs) to an
6 individual employee. Where gifts are shared with the work area (e.g., foodstuffs set out for
7 all to partake), then the gift is not deemed to be to an individual employee. Employees shall
8 not accept monetary gifts of any amount.

9 4. **Meals, outings, and relationship-building activities in connection with**
10 **PMA/OGA/ASG business may be received.** If an activity permitted under this section 4
11 results in a value of over \$100 to the employee and/or the employee's family member (See
12 Footnote 5), the employee shall promptly report this in writing to the employee's supervisor
13 and the General Counsel. Employees shall not accept monetary gifts of any amount. The
14 written report will include a description of the activity, the dollar value, the name of the
15 person/organization providing it, and the business that person/organization does with
16 PMA/OGA/ASG. The General Counsel shall maintain a log that includes all of the written
17 reports submitted under this section 4. This log will be available at all times to the PMA
18 Board Chair, the PMA Executive Director, the COGA Moderator, the Stated Clerk, the
19 Chair of the A Corporation, and the Chair of the Audit, Legal, and Risk Management
20 Committee.

21 e. **Process and Resolution.** All conflict of interest disclosures, reports, or questions are to be
22 made promptly and in writing to the employee's supervisor and the General Counsel. The
23 General Counsel will consult with the supervisor and make a recommendation to the PMA
24 Executive Director or the Stated Clerk or the President of the A Corporation, as appropriate.
25 Those officers provide the final decision on any employee conflict of interest matters.
26 Conflict of interest disclosures, reports, or questions related to activities of the Stated Clerk
27 of the General Assembly and/or the Executive Director of the Presbyterian Mission Agency
28 and/or the President of the A Corporation are submitted in writing to the General Counsel
29 who will submit for decision to their respective elected bodies (COGA Coordinating
30 Committee or the PMA Board Coordinating Cabinet or the Board of the A Corporation.

31 3. **Confidentiality of PMA/OGA/ASG Information.** Employees shall not disclose information
32 about the PMA/OGA/ASG that is not known outside of the PMA/OGA/ASG or is not known by
33 public means. Of course, it is within the duties of some employees to share PMA/OGA/ASG
34 information with other parts of the PCUSA, related entities, and the public. Employee questions
35 should be posed to the supervisor. If the supervisor needs assistance, the General Counsel
36 should be consulted by the supervisor.

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38 4. **Transactions, Reporting, and Document Retention.** Each employee has a duty to prepare,
39 process, maintain, and report complete, accurate, and timely records pertaining to their role,
40 including, but not limited to, journal entries, expense reports, disbursement requests, time
41 reports, and payroll transactions. This also includes safeguarding all physical, financial,
42 informational, and other PMA/OGA/ASG assets and records. Employees shall comply with the
43 Records Retention Schedule of the Office of the General Assembly's Department of History and
44 related schedules as part of the normal course of business and use the schedules in a consistent
45 and accountable manner for both records retention and destruction purposes. See

1 www.history.pcusa.org/national/schedules.html. Also see the A Corporation Electronic Records
2 Policy. Any document relevant to actual or anticipated internal investigations, legal proceedings
3 or governmental investigations (civil or criminal) must not be destroyed and must be preserved
4 in a manner that would ease accessibility and retrievability. In addition, no undisclosed or
5 unrecorded fund or asset will be established, and no artificial or false entries will be made in the
6 financial or other records of the PMA/OGA/ASG.

7 5. ***Duty to Disclose/Whistleblower Policy.*** Employees have a duty to report violations of this
8 Ethics Policy, whether the violation is by themselves or by another. This includes, but is not
9 limited to, financial, accounting, or auditing irregularities. See Attachment 2 for Self-reports.
10 See Attachment 3 for Whistleblower Reports concerning others. See Attachment 4 for
11 Procedures for processing a whistleblower report. Likewise, concerns about the appearance or
12 the possibility of violations should be reported. Care must always be taken to be factual and
13 objective. Violations shall be reported promptly in writing to the General Counsel and may be
14 reported anonymously. **Anonymous whistleblower reports can also be made by calling the
15 hotline at (888) 236-6877 or by submitting a report at www.pcusa.ethicspoint.com.** An
16 anonymous whistleblower report must include sufficient corroborating evidence to justify
17 initiating an investigation. (If the alleged violation involves the General Counsel or one of
18 her/his staff members, it should be reported to the Internal Auditor.)

19 a. ***No Retaliation.*** There shall be no retaliation for good faith complaints, reports, for
20 participation in an investigation or for providing truthful information relating to an alleged
21 violation of this Ethics Policy. In addition, there will be no retaliation where an employee makes
22 a good faith report of the commission or possible commission of any criminal offense to a law
23 enforcement officer. Employees are protected even if the allegations are mistaken or
24 unsubstantiated, as long as the employee reasonably believes the reported conduct constitutes a
25 violation of the Ethics Policy. One who makes a claim or report under this Whistleblower Policy
26 in bad faith or knows or has reason to know that such claim or report is false or materially
27 inaccurate may be subject to disciplinary sanctions.

28 b. ***Confidentiality of Investigation.*** Reports under this Whistleblower Policy will be treated
29 confidentially with disclosures made on a need-to-know basis only to those directly involved in
30 the investigation of the reported concern. To the extent possible within the limitations of law,
31 policy, and the need to conduct a competent investigation, confidentiality will be maintained.

32 6. ***Violations.*** Violation or noncompliance with this Ethics Policy may result in discipline,
33 including termination of employment under the employee handbook of the respective entity.

34 7. ***Amendments.*** The Ethics Policy may be amended from time to time after consultation with the
35 General Counsel, the PMA Executive Director, the Stated Clerk, and the President of the A
36 Corporation (as appropriate). Substantive proposed changes must be reported back to the Board
37 of the A Corporation for final approval. Editorial changes need not be reported back.

38 8. ***Designees.*** Where this Ethics Policy assigns a duty to a particular officer or staff position, that
39 officer or staff position may use a designee to complete the duties.

1 9. **No Waiver by PMA/OGA/ASG.** Nothing in this Ethics Policy shall be construed to waive any
2 claim, assertion or defense of the PMA/OGA/ASG to exemption or exclusion from applicability
3 of a statute and/or regulation or lack of jurisdiction of a civil court or governmental agency.

4 10. **Training.** Trainings to familiarize the staff with this Ethics Policy and its related forms and
5 procedures will be conducted for PMA/OGA/ASG staffs by the Legal Services Office as
6 frequently as deemed necessary by the Executive Director of the PMA, the Stated Clerk, and the
7 President of the A Corporation, as appropriate. Each member of the PMA/OGA/ASG staffs will
8 be required to attend such trainings.

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ATTACHMENT 1

**Annual Ethics Policy Representation by Employee
(Annual Report)**

This form is to be completed annually and signed by all employees of the PMA/OGA/ASG. Upon completion, send it to the General Counsel.

- I acknowledge I have received a copy of the Ethics Policy for Employees of the PMA, OGA, and ASG (*Ethics Policy*).
- I understand it is my responsibility to read and comply with the Ethics Policy and any revisions made to it.
- I understand:
 - I am subject to the Ethics Policy and am required to comply with it.
 - Any employees under my supervision are also subject to the Ethics Policy and I am responsible for *ensuring those employees are aware of the Ethics Policy and attend related trainings*.
 - I am responsible for reporting immediately in writing any possible violation of the Ethics Policy that involves me, is reported to me, or that I observe.
 - I am responsible for reporting immediately in writing any whistleblower reports I receive under the Ethics Policy, as well as any other violations of the Ethics Policy I observe.

Initial all of the following statements that apply:

___ I am not aware of any violations of the Ethics Policy that involve me or that I have observed regarding to other employees or elected or appointed board members.

___ No employee has submitted to me a whistleblower report or self-report ~~to me~~ that I have not reported already to the General Counsel.

___ I am aware of a possible violation of the Ethics Policy that involves me or that I have observed regarding other employees or by elected or appointed board members. By submitting the information immediately below, I am reporting the alleged violation.

Name of persons(s) involved in the possible violation:

Facts of the possible violation:

Signature

Date

Name (Please print)

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ATTACHMENT 3

Whistleblower Report of possible Ethics Policy violation in regards to another employee, elected member, or organization

This form is to be completed, signed (unless submitted anonymously), and sent to the General Counsel.

Anonymous whistleblower reports can also be made by calling the hotline at (888) 236-6877 or submitting a report at www.ethicspoint.com. An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation.

I am aware of a possible violation of the Ethics Policy that involves another employee, an elected board member, or an organization.

1. Name of person(s) involved:

2. Name of organization(s) involved:

3. Facts about the possible violation:

4. Date the employee became aware of the possible violation:

(DO NOT SIGN BELOW IF SUBMITTING ANONYMOUSLY)

Signature: _____ *Date:* _____

Print name:

ATTACHMENT 4

Procedures for processing a Whistleblower Report of possible Ethics Policy violation in regards to another employee, elected member, or organization.

A. All reports under the Whistleblower Policy (See Ethics Policy) shall be submitted in writing promptly to the General Counsel. Anonymous whistleblower reports may be made by calling the hotline at (888) 236-6877 or submitting a report at www.ethicspoint.com. An anonymous whistleblower report must include sufficient corroborating evidence to justify initiating an investigation. If the alleged violation involves the General Counsel or one of her staff members, it should be reported to the Internal Auditor. The General Counsel will decide if the reported activity, if confirmed, would be an Ethics Policy violation, a possible violation of a policy or procedure not covered by this Ethics Policy, or a matter to be processed through another avenue, typically supervisor review with a report to the General Counsel. If the General Counsel decides the report will not be processed under this Ethics Policy, the General Counsel will respond to the accuser unless the report was filed anonymously. The General Counsel shall keep a log of all reports received under the Whistleblower Policy. Whether or not an investigation was done, the log will include the resolution of all reports. The log will be available at all times to the Chair of the PMA Board, the Moderator of the COGA, the Chair of the A Corporation, and the Chair of the Audit, Legal, and Risk Management Committee. If the person reporting is simply confused about an issue and how it applies, the General Counsel will ensure clarification is provided by the supervisor or the General Counsel. The supervisor will provide a written response to the employee with a copy to the General Counsel.

B. All other reports shall be initially reviewed by a three-person committee (Investigative Committee) comprised of the General Counsel, the Internal Auditor, and a third person appointed by the PMA Executive Director or Stated Clerk or the President of the A Corporation (as appropriate). The Investigative Committee will first determine whether or not an investigation is warranted. If it is not, the Investigative Committee shall so report. If an investigation is warranted, the Investigative Committee shall proceed as set forth below.

C. The following processes shall apply to an investigation conducted by the Investigative Committee:

1. If the report alleges a violation by PMA employees, then the PMA Executive Director shall be notified an investigation has commenced. If the report alleges a violation by OGA employees, then the Stated Clerk shall be notified an investigation has commenced. If the report alleges a violation by ASG employees, then the President of the A Corporation shall be notified an investigation has commenced. If the report alleges a violation by any of these officers, then the Chair of the PMA Board or the Moderator of COGA or the Chair(s) of the A Corporation, as appropriate, shall be notified an investigation has commenced.

2. If the report alleges a violation by an elected member, then the chair of the body and the PMA Executive Director or the Stated Clerk or President of the A Corporation (as appropriate) shall be notified an investigation has commenced. If the report alleges a violation by the chair/moderator of the body, then the vice-chair and the PMA Executive Director or Stated Clerk or President of the A Corporation (as appropriate) shall be notified an investigation has commenced.

1 3. The Investigative Committee shall be allowed to retain the services of experts it may
2 need to conduct a reasonably thorough investigation.

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4 4. The Investigative Committee may recommend administrative leave for the accused,
5 the accuser, or others while the investigation is in process.

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7 5. The Investigative Committee will promptly conduct its work. The typical investigation will
8 include the following steps:

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10 a. Interview all parties involved with relevant knowledge, including but not
11 limited to the accuser and the accused (if possible). Secure and review any relevant documents or
12 other communications (if available and appropriate).

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14 b. Determine if there is a potential for risk to persons or property. If there is a
15 potential risk, take reasonable measures as appropriate to protect employees and property.

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17 c. Complete a written report of its findings and recommendations (including
18 employee discipline or discharge). The Investigative Committee will provide a copy of its report
19 (including all relevant documents) to the Audit Committee. At the same time the report is submitted
20 to the Audit Committee, copies will be provided to the accused and the accuser. The PMA
21 Executive Director or Stated Clerk or President of the A Corporation (as appropriate) will also
22 receive a copy. Generally, the accused and accuser will have seven business days to submit written
23 comments to the Audit, Legal, and Risk Management Committee in response to the Investigative
24 Committee's written report. The Chair of the Audit Committee may extend this period if such an
25 extension is reasonably necessary.

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27 d. All employees are required to fully cooperate with these investigations and
28 shall not be retaliated against by supervisors or anyone for cooperating and participating in the
29 investigation.

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31 6. The Audit, Legal, and Risk Management Committee shall consider all the
32 submissions promptly and reach a conclusion. The Audit Committee's conclusions shall be final and
33 not subject to appeal. While the Audit, Legal, and Risk Management Committee does not have the
34 authority to discipline or discharge PMA/OGA/ASG employees, its conclusions may include
35 recommendations in that regard. Management shall give great weight to the conclusion and
36 recommendations of the Audit, Legal, and Risk Management Committee. The Audit, Legal, and
37 Risk Management Committee shall make a full report of the matter to the PMA Board Coordinating
38 Committee and the Executive Director or the COGA Coordinating Committee and the Stated Clerk
39 or the President of the A Corporation and the A Corporation Board of Directors (as appropriate).
40 The PMA Board Coordinating Committee or COGA Coordinating Committee or A Corporation
41 Board of Directors receives the report and does not take further action other than to follow up with
42 the PMA Executive Director or Stated Clerk or President of the A Corporation to ensure appropriate
43 action was taken. An employee who has received a disciplinary action (including employment
44 termination) may appeal that action via the process set out in the applicable employee handbook.

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46 7. PMA/OGA/ASG will ensure that whistleblower reports under this Ethics Policy by
47 an employee are dealt with impartially and confidentially. To that end, information will only be
48 shared on a need-to-know basis so as to fulfill the process. Any employee who violates the
49 confidentiality of this process shall be subject to disciplinary action, including employment

1 termination.

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3 8. PMA/OGA/ASG prohibit retaliation, including but not limited to making any
4 threatening communication by verbal, written, or electronic means, against any employee who
5 reports in good faith or provides any information concerning violations of the Ethics Policy or
6 applicable state or federal laws or who provides truthful information relating to the commission or
7 possible commission of any criminal offense to a law enforcement officer. PMA/OGA/ASG will
8 not discharge or discriminate against any employee with respect to compensation, terms conditions,
9 or privileges of employment because the employee in good faith (or any person acting pursuant to
10 the request of the employee) reports, discloses, testifies, or otherwise informs PMA/OGA/ASG,
11 pursuant to the Whistleblower Policy, of a violation by any employee, elected member, or
12 organization.

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14 9. Any employee found engaging in retaliation will be subject to disciplinary action,
15 including termination of employment. Any elected member found engaging in retaliation will be
16 subject to discipline by the PMA or OGA or ASG (as appropriate).

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