

CODE OF BUSINESS ETHICS AND CONDUCT

Approved by the NIB Board of Directors

July 30, 2014

**1310 Braddock Place, Alexandria, Virginia 22314-1691**

**NIB.org**

CODE OF BUSINESS ETHICS AND CONDUCT

**March 10, 2009**

**PRESIDENT AND CHIEF EXECUTIVE OFFICER’S MESSAGE**

As reflected in NIB’s 70 year history, its reputation, and more recently by virtue of its Mission, Vision, Values and Mission Possible Culture (which are set forth below), NIB strives to achieve the highest standards of ethics and integrity. NIB also strives to ensure that business operations are in full compliance with any and all applicable laws and regulations.

NIB’s Code of Business Ethics and Conduct (hereinafter referred to as “Code”) sets forth the organization’s policies and practices, that relate to how we conduct our business. It thus outlines the expected behaviors of all NIB employees and, where applicable refers to their interaction with the Committee for Purchase From People Who Are Blind or Severely Disabled and to NIB’s customers, contractors, vendors and suppliers. In some sections, the Code will provide an illustrative example to help further explain a particular Code provision. These are merely hypothetical examples intended as learning aids. If you do not understand any section of the Code, please do not hesitate to contact your manager or Human Resources.

The objective of conducting business with unwavering integrity is of paramount importance to preserving NIB’s heritage and reputation and to sustain its future success. All employees have an obligation to ensure that this Code is adhered to on a daily and regular basis. NIB employees are stewards of this Code. In addition to adhering to the Code, it is also the responsibility of every NIB employee to report alleged violations of the Code. NIB employees will have various internal resources for reporting concerns as well as the option of submitting a concern to the external NIB Compliance service provider. All reports of alleged violations will be investigated as appropriate and NIB will protect from retaliation any employee who makes a report of an alleged Code violation in good faith.

NIB strives for the highest ethical standards and the utmost integrity. This Code is designed to help you with dealing with every day business matters and transactions in a way that reflects NIB’s ethical standards.We must continue to strengthen NIB’s reputation by doing the right thing every day and in every situation.

**Kevin A. Lynch**

**President and Chief Executive Officer**

**MISSION**

To enhance the opportunities for economic and personal independence of persons who are blind primarily through creating, sustaining and improving employment.

**VISION**

Our vision is to be a premier organization of empowered employees that exceeds expectations of all stakeholders and champions opportunities for people who are blind to achieve their full potential.

**VALUES**

We are committed to maintaining the highest level of trust and integrity while conducting business with individuals, organizations, private industry and government.

We are committed to conducting business lawfully and ethically with all people who are blind, employees, associated industries, customers and suppliers.

A primary goal of NIB and our associated agencies is to enhance the opportunities for personal and economic independence of people who are blind. We seek to achieve excellence in delivery of service and provision of access, both physical and programmatic.

We are accountable for all our decisions and actions.

We are committed to providing excellent quality, value, competitive prices and superior service to all our customers who use products and services made and/or provided by people who are blind.

We are committed to recognizing the changing needs and preferences of our customers.

MISSION POSSIBLE CULTURE

***Customers Come First.*** We constantly strive to anticipate the rapidly changing needs of our stakeholders and to develop new programs to meet those needs. *We are passionate about providing opportunities for people who are blind.*

***People Count.***  We provide opportunities for personal growth and development to meet individual career needs consistent with organizational objectives. We strive to be a learning organization and to continuously foster a work environment which makes our employees feel challenged, positive and excited to contribute.

***Results Count***. We, as individuals and team members, are accountable for results, outcomes and behaviors. These must be aligned with the strategic framework.

***Integrity Matters.*** Our actions are consistent with our words. We keep our promises and act in an ethical and legal manner at all times.

***Respect for All***. We treat each other and our stakeholders with courtesy and respect. We value each individual’s contribution to the success of the organization.

***Adaptability is Essential***. We know that the world will not stand still and that complacency will lead to mediocrity. We are willing to change when it advances the goals of the organization.

***Transparency is Critical***. Our rationale and actions are easily detected and readily understood. We believe that each individual acts in the best interest of the organization and behaviors are self-evident. We openly share information with our team members.

***Implement with Excellence*.** We encourage employees to seek streamlined and efficient mechanisms for success. We have the courage to challenge the status quo. We look to continuously improve current products, services, and operations. We ensure that the needs of key stakeholders are reflected in the development of our core work processes.

***Celebrate & Recognize*.** We celebrate individual and collective contributions to the success and growth of the organization, and we recognize the value of employee engagement. We valuehumor, friendship, kindness, and laughter as important parts of our professional environment.

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INTRODUCTION

**Scope:** This Code of Business Ethics and Conduct (hereinafter the “Code”) applies to NIB employees, including all officers and managers. In addition, the Code applies, where applicable and permissible, to NIB’s customers, contractors, vendors and suppliers (hereinafter referred to as “Business Partners”).

**Requirements:**  NIB employees are expected to understand and comply with NIB’s Code of Business Ethics and Conduct. NIB employees should read this Code, be sure to understand its requirements, to ask questions as necessary, and to report any concerns that they may have about violations or potential violations of the Code. All reports will be taken seriously and investigated in accordance with the provisions of this Code. As stated within the anti-retaliation provisions of the Code (Section 10.5), employees who report a concern in good faith about an alleged Code violation are protected from any form of retaliation.

If you are not sure whether a given matter is in conflict with the Code, consider the following questions:

* ***Does the activity comply with the law, NIB’s Code and NIB’s policies and practices?***
* ***How would the Committee for Purchase From People Who Are Blind or Severely Disabled, NIB’s customers, law enforcement, media and/or the general public view the activity?***

**REPORTING A CONCERN:** Ultimately, NIB’s ability to enforce the Code is based in large part on the willingness of NIB employees to follow the Code’s requirements and on their willingness to report alleged violations of the Code. Indeed, reporting Code violations is a duty and a failure to make a report can itself lead to substantial consequences to employment. The Code provides guidance as to how to go about reporting an alleged Code violation. For deliberate reasons, the Code provides employees with multiple options for reporting an alleged Code violation including your manager, Human Resources, the Chief Compliance Officer (CCO), the Compliance Officers (COs) as well as the NIB external Compliance service provider, In Touch (866)-840-3942. Please be assured that your calls will be handled with seriousness and with discretion.

**This Code of Business Ethics and Conduct is not an employment contract and all NIB employees are employed “at will” which means that either NIB or its employees can terminate the employment relationship at any time, with or without cause and with or without notice.**

**The NIB Board of Directors has the right to amend, modify or revise this Code of Business Ethics and Conduct at any time with or without notice to NIB employees or NIB’s Business Partners.**

**SECTION 1. MAINTAINING A SECURE WORK**

**ENVIRONMENT**

NIB strives to maintain a safe and secure work environment by way of the policies referenced below.

**Section 1.1: Equal Employment Opportunity -** NIB is an equal opportunity employer and does not allow discrimination on the basis of protected personal characteristics with respect to its employment practices. More specifically, it is NIB’s policy to recruit, employ, train, promote, compensate, reward and discipline staff members without regard to race, color, religion, sex, age, national origin, citizenship, ancestry, disability, veteran status, sexual orientation, or any other factors protected by federal, state and local law. It has been and will continue to be the policy of NIB to base all employment practices and related decisions upon valid business factors and individual merit. In accordance with its mission, NIB will also seek to recruit qualified persons who are blind.

Employees who believe they are the victim of discrimination in the workplace should report their concern to their manager or to Human Resources. For further information, please see ***NIB’s Equal Employment Opportunity Policy in the Employee Handbook.***

**Section 1.2: Harassment-Free -** NIB strives to foster a work environment free of sexual discrimination, intimidation or insult. NIB has zero-tolerance for conduct that constitutes harassment in the workplace. NIB prohibits any member of management and any employee from making unwelcome and/or unsolicited sexual advances. This includes verbal or physical conduct of a sexual nature. This also includes situations where an individual’s submission to verbal or physical conduct is made explicitly or implicitly a term or condition of that individual’s employment. NIB also prohibits any conduct that creates an intimidating, hostile, or offensive working environment. In addition, NIB prohibits harassment of one staff member by another staff member on the basis of race, color, religion, sex, age, national origin, citizenship, ancestry, disability, veteran status, sexual orientation, or any other factors protected by federal, state and local law.

While it is not easy to define precisely what harassment on any of these bases is, it includes slurs, epithets, threats, derogatory comments, inappropriate written material, e-mails or pictures, unwelcome jokes, vulgar or obscene language, teasing, sexual advances or innuendoes, and other similar verbal or physical conduct. Any staff member who feels that he or she is a victim of any type of harassment should immediately report the matter to his/her manager. Reporting may be done in person, by telephone, or in writing. If the employee is uncomfortable making a report to his/her manager, the report can be directed to Human Resources. NIB will not permit violations of the Harassment and Discrimination Policy.

Violation of the policy will result in discipline, up to and including termination. Please see the examples below as to what constitutes harassment. However, please note, this is NOT an all inclusive list. ***Any report of harassment will be investigated and a determination as to whether harassment occurred will be made on a case by case basis.***  For further information, please see ***NIB’s Harassment and Discrimination Policy in the Employee Handbook.***

***Illustrative example:*** Quid-pro-quo harassment:

*Manager Joe has two direct reports one of whom is a woman named Sue. Joe is attracted to Sue; however, she has not expressed any interest in him other than a business relationship. Joe tells Sue that if she is “nice to him” by agreeing to go out for drinks after work, he’ll see what he can do to get her a better office with a window.*

***Illustrative example:*** Hostile work environment:

*Mike has a female co-worker named Debbie and two male co-workers in his unit. Mike is not happy about Debbie’s transfer to his unit because he believes it interferes with the “teamwork and bonding” that he had with his co-workers. He decides he will make life miserable for Debbie by constantly teasing and tormenting her. He makes jokes about Debbie and circulates them to his co-workers; He is constantly talking about her in an insulting manner; and puts up fake pictures of Debbie’s face along with pictures of nude bodies that he finds on the internet.*

**Section 1.3: Violence-Free Workplace -** NIB strives to maintain a safe work environment that is free from violence. NIB prohibits violence of any kind directed towards or against NIB employees whether such violence arises by way of co-workers or by way of employees of Business Partners who interact with NIB employees. NIB will not tolerate workplace violence in any form including threatening behaviors, assaults, harassment, intimidation, bullying, taunting, teasing, or any other conduct that leads to violence in the workplace.

Additionally, subject to applicable laws, NIB prohibits possession of any dangerous weapons on its premises, including in vehicles parked in the company’s parking lots as well as at company events. Such prohibited weapons include firearms, weapons accessories, and dangerous substances.

Employees are encouraged to report any violent workplace behavior whether directed against them or others, to their managers, Human Resources, or to the contacts referenced in Section 10 of this Code.

**Section 1.4: Background Check Policy for New Hires -** As a condition of employment, NIB conducts background checks (e.g. resume, references, criminal, financial (if employee will have access to financial assets), motor vehicle (if employee will use personal or rental vehicle for company business) etc.) for new employees. Please direct any questions regarding the background check policy to the Human Resources Department.

**Section 1.5: Safety and Security -** NIB strives to provide a safe and healthy work environment for all employees. Employees must comply with all NIB safety and health requirements, whether established by management or by federal, state, or local laws. Accordingly, employees are expected: to conduct themselves in a safe manner; use good judgment and common sense in matters of safety; observe all posted safety rules; and follow all Occupational, Safety and Health Administration (OSHA) and state safety regulations. NIB is a smoke free environment. Smoking is permitted in designated areas only.

**Section 1.6: Drug-Free Workplace -** In accordance with the requirements imposed by the Drug-Free Workplace Act of 1988, NIB will endeavor to maintain a drug-free workplace. NIB prohibits unlawful possession, use, dispensation, distribution or manufacture of controlled substances on work premises; in any areas owned or controlled by the company; or off company premises while conducting company business. NIB also prohibits the possession of drug paraphernalia. In addition to the Drug-Free Workplace Act of 1988, NIB discourages staff members from the illegal use of controlled substances and drugs away from NIB’s premises. Employees convicted of a criminal drug statute violation occurring in the workplace must notify Human Resources within five days of such conviction. For more information, please see ***NIB’s Drug-Free Workplace Policy in the Employee Handbook.***

Additionally, NIB does not tolerate the abuse or misuse of alcohol in the workplace. Accordingly, employees who are under the influence, or involved in the abuse of alcohol while on NIB premises, conducting NIB business, or operating an NIB vehicle may be subject to immediate dismissal.

At times, NIB employees will attend business events where alcoholic beverages are provided. NIB employees are reminded that abuse or misuse of alcohol at such events is prohibited notwithstanding that the event is approved by NIB and that alcoholic beverages are provided. NIB employees are expected to be professional and, if they decide to drink, to drink responsibly at such events.

**SECTION 2. MAINTAINING ACCURATE AND COMPLETE RECORDS**

NIB strives to maintain accurate business records and to protect company funds and assets. NIB is committed to maintaining a system of internal controls that ensures compliance with applicable laws and regulations, and that promotes the full, accurate and timely disclosure of information in NIB’s reporting to: internal management, the Board of Directors, external auditors, and external parties including regulatory and governmental authorities.

**Section 2.1: Company Records -** It is the responsibility of all NIB employees to ensure that NIB’s records including documents, electronic information, voicemails, and any other form of media are properly managed, handled, stored and, where applicable, destroyed as appropriate in accordance with retention guidelines. In the normal course of performing the job, employees will likely receive, create, and transact with company records. Employees are required to properly maintain these records, to ensure that they are properly filed, labeled, and that access is appropriately limited to those with a business need to access the records.

**Section 2.2: Financial Reporting -** NIB must maintain accurate financial records of its business transactions and must ensure proper reporting to auditors of its financial results. Financial records could include company-wide financial records, specific business unit transactions, as well as individual travel and expense reimbursement invoices. These and many other forms of financial information must be managed properly and must be appropriately presented when requested. To the extent that employees create, handle, or are otherwise involved in the handling of financial records they must ensure that the records are accurate, properly maintained, and appropriately represented in internal and/or external financial disclosures.

**Section 2.3: Travel and Expense Reimbursement -** NIB reimburses employees for expenses incurred for the benefit of NIB. Employees must submit accurate business expenses in accordance with NIB’s Travel Policy. Travel and expense reimbursement requests that are inaccurate, inflated or based on fictitious expenses will be considered fraudulent. Employees that submit inappropriate or fraudulent reimbursement requests will be subject to discipline, up to and including termination. For additional information on the proper method for documenting expenses, as well as additional guidelines for traveling on NIB business, see the ***NIB Travel Policy.***

***Illustrative Example:*** *Employee Sue witnesses her manager Sam prepare a request for reimbursement which Sue will then need to submit to the Finance Department as his administrative assistant. Sue notices that he does not have any of the original supporting documentation for his expenses including receipts. She also realizes that Sam attached to the reimbursement form three fake “replacement receipts” which he admitted to Sue that he took from a nearby table at the restaurant. What should Sue do?*

1. *Question Sam and conduct an investigation to determine whether the reimbursement request is proper.*
2. *Report the matter to Chief Financial Officer (CFO) or Compliance Officers (COs).*
3. *Realizing that her performance review is scheduled for next week, process the request for reimbursement on his behalf and simply “look the other way” so as to not harm her working relationship with Sam and possibly provoke him into giving her a negative evaluation.*

*The correct answer is* ***“b.”***  *Sue has witnessed a serious matter and a potential breach of the Code. Sue should not be concerned about her upcoming review because NIB has an express policy protecting her from retaliation from Sam. Sue should not conduct an investigation but rather should leave that to Human Resources and the Senior Management Team to determine who will review the matter and how it will be handled.*

**Section 2.4: Document Retention and Litigation Hold Procedures -** Document management is critically important to NIB’s business operations. All business records including documents, electronic records, emails, voicemails, and any other form of media should be maintained as required by NIB management and in accordance with applicable retention schedule. For more information, please see ***NIB’s Official Document Retention Schedule.***

In addition, from time to time, similar to many companies, NIB will be involved in a lawsuit or a potential lawsuit. In the event of litigation, NIB may need to issue a Litigation Hold Notice advising certain individuals of NIB’s need to retain, for legal purposes, specific types of records including documents, electronic records, email, voicemails and other forms of NIB business information. If you receive a Litigation Hold Notice memorandum from NIB management or Counsel, you are required to immediately follow the requirements of the notice. Litigation Hold Notices supersede any other retention schedule that would otherwise apply to the records at issue. It is important that records subject to a Litigation Hold Notice not be destroyed or in any way altered. NIB employees must follow the Litigation Hold Notice procedures.

***Illustrative Example:*** *Manager Debra recently fired a member on her team named Larry. After his termination, Larry sends an email to the entire department stating his intention to sue NIB for unlawful discrimination. Debra subsequently calls a meeting and instructs members of the team to delete the email as well as prior emails from Debra to the team that included jokes about Larry’s age and sexual orientation. What should Debra’s remaining team members do about Debra’s instruction?*

1. *Follow Debra’s request and not second guess her strategy for defending against Larry’s threatened lawsuit.*
2. *See whether NIB’s document retention schedule calls for deletion of emails upon a manager’s request.*
3. *Refrain from deleting anything about employee Larry given the threat of possible litigation and follow up with Human Resources to confirm that this is the correct thing to do.*

*The correct answer is* ***“c.”*** *The company is on notice of potential litigation so all documents relating to Larry should be kept. The manager’s request to delete emails is wrong. Checking in with Human Resources is the right thing to do if you are in doubt before destroying or deleting any documents including email.*

**Section 2.5: Personnel Records –** NIB believes that an effective system for keeping records on job applicants, current employees, and former employees is essential to the proper functioning of the Human Resources and Accounting Departments. Additionally, NIB strongly respects the privacy rights and dignity of each employee. Employees are required to update their contact and status information as appropriate with Human Resources. NIB pledges to conduct its business in a way that protects the privacy of the entire workforce. NIB also intends to ensure that its practices are in compliance with the Federal Privacy Act, Health Insurance Portability and Accountability Act (HIPAA), Americans with Disabilities Act (ADA) and all other applicable federal, state and local laws. Employees who handle personnel records as part or all of their jobs, including Human Resource and accounting professionals, and managers, are to handle, file and distribute personnel data in a confidential manner that respects and safeguards the privacy of NIB employees. Employee data should be shared or distributed only to those with a clear business need. Employee data should not be placed on unauthorized storage devices including laptops, thumb-drives, or other media that may be easily lost or stolen. All personnel records must be kept secure and confidential at all times. For more information, please see ***NIB’s Official Personnel Records Policy in the Employee Handbook.***

**SECTION 3. USE OF COMPANY ASSETS FOR ELECTRONIC**

**COMMUNICATIONS AND THE INTERNET**

**Section 3.1: Limiting Use To Business Purposes -** All communications data and information sent or received using NIB equipment or assets are NIB property and are not private communications. NIB owns and/or controls access to all communications equipment, including computers, software, email, instant messaging, text messaging, voice mail, conferencing equipment, company cell phones, and handheld devices. Additional NIB property includes all office supplies, NIB-owned or leased equipment, and furniture and therefore employees should use such resources for business purposes. Accordingly, NIB reserves the right to monitor all communications, including internet usage, and all other assets, to ensure that they are used for their intended business purpose and in accordance with applicable laws and NIB policies.

**Section 3.2: Incidental Personal Use –** NIB recognizes that you may need to use NIB equipment and/or communications from time to time for personal use. In general, this is allowed, provided such use:

* Is limited in duration or extent;
* Does not adversely affect your attention to, or completion of, your job responsibilities;
* Does not result in any significant incremental cost to NIB;
* Does not contain pornographic or offensive material, discriminatory or harassing language or derogatory references to age, disability, ethnicity, marital or family status, national origin, color, religion, sex, sexual orientation, veteran status, or any other characteristic protected by law;
* Does not otherwise violate this Code or other NIB policies, particularly the sections related to conflicts of interest and/or disclosure of confidential information; and
* Does not include forwarding chain letters, mass emails for non-business purposes, or selling items or services for personal gain.

**SECTION 4. CONFLICTS OF INTEREST**

NIB strives to encourage and promote objectivity in business decision-making. NIB employees have a duty of loyalty to the organization and are expected to make business decisions with NIB’s best interests in mind and to exercise business judgment independent of external influences such as personal financial interests, external business relationships, outside employment, and familial relationships. Avoiding conflicts of interest is critical to maintaining integrity and honesty in the way NIB conducts its business. Potential conflicts of interest can arise in any of the following circumstances - when an NIB employee:

* ***Accepts gifts from a potential Business Partner;***
* ***Accepts additional employment by another company;***
* ***Has a financial interest in a Business Partner or competitor;***
* ***Places business with any firm in which the employee or an immediate***

***family member of an employee has a financial interest; or***

* ***Inappropriately communicates with a competitor.***

These potential conflicts are discussed further below. It is each employee’s duty to report, either to NIB’s Chief Compliance Officer (CCO), one of the Compliance Officers (CO) or through external hotline any known or alleged violations of the Code.

**Section 4.1: Outside Employment -** Employees must provide advance notice to, and receive written approval from, Human Resources if they seek or obtain or continue any full or part-time employment opportunities with entities other than NIB, including any self-employment opportunities. NIB’s Human Resources Department will not grant such approval if the outside employment is with any NIB competitor or Business Partner or is otherwise deemed to interfere, in management’s judgment, with the employee’s position at NIB.

**Section 4.2: Outside Business -** Employees cannot conduct the business of any outside employment during their work time at NIB. Further, NIB assets, including email, voice mail, fax, computers, copiers and the like cannot be used in furtherance of non-NIB business.

***Illustrative Example:***  *Manager Zach works as a real estate broker in his spare time. He routinely communicates with his clients on his personal cell-phone during the day. At times, he uses NIB’s fax machine and computer to conduct his real estate business but he is careful to do this during his lunch break and after business hours. Has Zach violated the Code?*

1. *Yes, Zach is using company assets for a personal business rather than NIB business.*
2. *No. as long as he continues to use the fax and computer during lunch and after business hours.*
3. *No, because he once asked his supervisor if he could “quickly use” the fax and computer to complete a real estate deal and his boss said he “did not care.”*

*The correct answer is* ***“a.”*** *The computer and fax are for NIB business use only. While incidental use of these assets for personal use is acceptable, such assets should not be routinely used for non-NIB business even if such use is approved on a one-time basis.*

**Section 4.3: Outside Directorships -** Employees who wish to serve or continue to serve on the board of directors of any organization, for-profit or non-profit, must disclose their plans to Human Resources so a determination can be made by NIB management whether such a position is in conflict with employment at NIB. Specifically, NIB employees are not permitted to serve on boards of associated agencies or Business Partners.

**Section 4.4: Financial Interest in NIB’s Business Partners -** Employees must disclose to Human Resources any direct or indirect (via family members) financial interest in NIB’s Business Partners, customers, or clients. For purposes of this paragraph, “financial interest” is an ownership interest of greater than 5% in the entity at issue.

***Illustrative Example:***  *Employee John’s wife Susan recently decided to start a software development company. John is a manager in the Finance Department and the finance unit has declared the need to find a new software vendor to develop financial reporting capability. John has been given the responsibility to find the best vendor for the company. John knows the usual process is to get quotes from several vendors and to retain the vendor that is best for the company. In this instance, however, John believes this is an excellent opportunity to help his wife’s new business venture and, because of how well he knows Susan and her talents, he is confident she will do a good job for the company. Has John violated the Code?*

1. *No, he has much better knowledge of Susan’s capabilities and her integrity. Retaining Susan is a safe bet for the company.*
2. *Yes, John has a conflict of interest and he has not reported this matter to his manager.*
3. *Yes, John has failed to follow the protocol for hiring a vendor.*

*Answer: Both* ***“b”*** *and* ***“c”*** *are correct. John should alert his manager or Human Resources to the fact that his wife owns a company that may be a possible match for the company’s need and this will provide the company with the ability to identify another decision maker for the vendor selection process. John’s attempt to take a short cut in the vendor selection process is also a breach of the Code given that the process is a company requirement.*

**Section 4.5: Corporate Opportunities -** NIB prohibits employees from using company property, information, resources or position for personal gain or to compete with NIB in any way. NIB also prohibits employees from taking or diverting to any third party any business opportunity that is discovered through the use of any of NIB’s property, information or resources.

**SECTION 5. CONFIDENTIALITY OF CORPORATE**

**INFORMATION**

NIB expects undivided loyalty to the interests of NIB, including protection of NIB’s trade secrets and its private and confidential Business Partner information. “Confidential Information” refers to all non-public information, in any form, emanating at any time from NIB, its affiliates, any NIB Business Partner, or any other person that relates in any way to the business or operations of NIB, its affiliates, or any NIB Business Partner. Confidential Information includes NIB information that is labeled “confidential” as well as information that is not labeled as “confidential” but by its nature should be reasonably construed as being confidential to NIB. Examples include NIB business plans, operations plans, strategy plans, financial data, product and service information, Business Partner data, sales data, company reports, contracts and related information, personnel information, and board-related information.

Employees shall preserve and protect trade secrets and Confidential Information and all physical and non-physical forms of that information. Employees may not share such privileged information with people outside of NIB or discuss such matters with other NIB employees unless such employees have a clear business need for the information. Any inquiries from outside sources that claim to have a “need to know” should be referred to a member of the Senior Management Team. Employees who terminate employment with NIB are obligated to continue to maintain the confidentiality of proprietary information obtained or developed while employed by NIB.

Upon termination of employment, or earlier, if requested to do so by NIB, regardless of the timing, reasons, or circumstances of the termination, employees must deliver to NIB all materials, documents, passwords, and other tangible or intangible storage media containing any form of Confidential Information, whether located on NIB’s premises or elsewhere.

***Illustrative Example:***  *Stephen enters an elevator with his co-worker Andrew and there are other people in the elevator that do not work for NIB. As they enter the elevator, Andrew continues discussing the details of NIB’s strategic business plans. What should Stephen do?*

*a. Continue discussing the project so as not to be rude to Andrew.*

*b. Politely say to Andrew, “lets discuss this when we get back to the office.”*

*c. Just ignore Andrew and not say anything.*

*The correct answer is* ***“b”.*** *Stephen’s comment to Andrew will help Andrew remember his duty to keep company information confidential.*

**SECTION 6. INTEGRITY IN THE MARKETPLACE**

NIB strives to conduct business with Business Partners and competitors with complete honesty and integrity. NIB expects employees to eagerly service Business Partners and contend with competitors in a professional and ethical manner.

**Section 6.1: Relations with Associated Agencies -** Every employee is expected to be committed to the delivery of quality, on-time services to NIB associated agencies. Associated agencies are the entities that employ and work with people who are blind on a daily basis to manufacture products and provide services to the federal government. As such, they are a core business partner and their staff must be treated at all times with respect, dignity and professionalism. This means we:

* Lead in anticipating and assertively filling their needs and seek innovative solutions to issues facing associated agencies.
* Instill in our associated agencies by our actions, a belief that we are truly interested in them and will act on their behalf.
* Treat each associated agency honestly, fairly and equitably, and in accordance with Board policies, particularly in the areas of assignment, allocations and distribution of customer requirements.

In our relations with associated agencies, NIB has an obligation to hold all parties accountable to laws and regulations that apply to NIB’s business including the Javits-Wagner-O’Day Act, 41 U.S.C. Section 46, et seq. (also known as the “AbilityOne Program”). This obligation is important to maintain the integrity and reputation of NIB and the AbilityOne Program. NIB employees who believe they are aware of any violations of applicable AbilityOne regulations, and any other applicable laws, on the part of an associated agency must promptly report such concern so that NIB may ascertain whether the concern should be referred for investigation to the Committee For Purchase The Committee for Purchase has sole responsibility for AbilityOne compliance over associated agencies.

**Section 6.2: Relations with Suppliers/Business Partners –** Buying decisions must always be based on competitive price, quality, value, and delivery or on specific selection criteria listed in invitations for bids. NIB expects employees to have friendly relations with suppliers, consultants, and other Business Partners; at the same time, however, employees must be open, honest, business-like and completely ethical.

Confidential Information, such as bids submitted to NIB in connection with the purchase of equipment, supplies and services must be maintained in strictest confidence in order to avoid giving or removing any competitive advantage with respect to any of several suppliers. Disclosure of such information is unethical even if NIB appears to be benefiting from such disclosure.

**Section 6.3: Confidentiality of Business Partner Information -** NIB is currently bound to a number of Master Services Agreements (MSAs,) Non-Disclosure Agreements (NDAs) or Teaming Agreements (TAs) with one or more Business Partners and NIB anticipates that it will be bound by additional MSAs, NDAs and TAs in the future. Under the terms of such MSAs’ NDAs or TAs, Business Partners may share with NIB employees certain of their proprietary, privileged and/or business Confidential Information for the purpose of business development, while requiring NIB employees having access to such information to maintain confidentiality of the information. NIB employees are required to hold such Business Partner information diligently and in strict accordance with the terms of the corresponding MSAs, NDAs and/or TAs. NIB employees are encouraged to speak to their manager to the extent that they have any questions about the proper use of, as well as any concerns associated with, Business Partner information.

**Section 6.4: Truth of Statements in Advertising –** NIB expects that all business communication of or by NIB will be factual, in good taste, free from false or exaggerated claims or statements, and otherwise legal. NIB, as a prime contractor to the federal government may be subject to various laws and regulations that pertain to the manufacture, marking, labeling and production of goods. These laws may include the Berry Amendment, Country of Origin marking requirements, and various laws and

regulations that pertain to “Made in USA” claims as well as Environment Protection Agency (EPA) registration claims. The business communication subject to such laws, as applicable, may include business correspondence, advertisements and sales promotion materials, newsletters and news releases and any other communication prepared for internal or external use. NIB employees who, by virtue of their roles or function, communicate about NIB products or that of associated agencies’ products must comply fully with any and all applicable laws and regulation that relate to such communications. NIB employees have the responsibility to know, to become aware of, to inquire, and to regularly update themselves about the legal requirements that apply, if any, to the business communications made on behalf of NIB. NIB employees are encouraged to speak with their manager about such matters so as to: (1) confirm whether any specific laws apply to the business communications by the NIB employee in connection with his/her position; and (2) to the extent such laws do apply, to confirm the manner of compliance with such laws.

***Illustrative Example:*** *Morgan works in the department charged with negotiating a new business opportunity that will enable NIB and certain associated agencies to provide select footwear to an agency of the federal government. The contract award is for a sum in excess of $2 Million dollars per year and Morgan believes she will get a raise if she is successful in obtaining this particular contract for NIB mainly because the products will be sold to a government agency with which NIB has not done business with in the past. Morgan is very excited about this opportunity. The government Request for Proposal (RFP) requests the bidding parties to comment about whether the products offered in relation to the contract will be (1) “Made in the USA;” and (2) made in an environmentally conscience manner in accordance with EPA standards. Morgan is in a rush to get the RFP response completed as there is a fast-approaching deadline. Because the product represents a new line for NIB, there is limited internal knowledge about the product suppliers or its specifications. Morgan decides that she will simply complete the RFP response as best she can and “deal with the details” at a later date if the contract is awarded. She decides therefore that she will indicate on the RFP response that the NIB products are “absolutely” “Made in the USA” and “fully certified” by the EPA for their environmentally sound and “green-like” manufacturing process. Has Morgan breached the Code?*

1. *No, a RFP response is only a beginning offer with a possible purchasing entity. Any misstatements can be corrected or revised at a later date if the contract is awarded.*
2. *Yes, a RFP response is a business communication that involves sales information that will be critical to the buyer. Any misstatements or misinformation is a breach of the Code and may be a violation of laws that pertain to “Made in the USA” and EPA registration claims.*

*c. No, Morgan checked with her supervisor during a 15 second cell phone conversation where she advised the supervisor that she was making a few “executive-decisions” in order to get the RFP response out the door, but that she would brief the supervisor after the fact.*

*The correct answer is* ***“b.”*** *Notice that c. is wrong notwithstanding that Morgan believes she received a “green light” from her supervisor. In this case and in light of the facts, it should be clear that Morgan should have (1)* ***fully discussed*** *the situation with her supervisor and possibly an NIB Compliance Officer* ***in advance*** *of submitting the response to the RFP; (2) confirmed which laws, if any, apply to the statements at issue; and (3) made accurate and diligent representations in relation to the statements at issue.*

**Section 6.5: Gifts –** To avoid the appearance of impropriety, it is important that employees decline any gifts which would raise even the slightest doubt of improper influence. A “Gift” refers to the transfer of any item of value including goods and services without compensation. As a general rule, no gifts of more than nominal value (in excess of $50) from customers or suppliers should be accepted. Frequent gifts from

the same party, including those below the $50.00 threshold, may be considered a potential conflict of interest. Under no circumstances, should money (including cash or other forms of money) be accepted as a business courtesy or gratuity. Under no circumstances should gifts of any value be accepted if it results in, or would give the appearance of, a feeling or expectation of personal obligation. Note – See Section 7.2 below for special rules applicable to government employees. See Section 6.6 below for rules regarding extending or accepting offers of business-related entertainment. The following examples of allowable gifts should assist employees in making decisions regarding gifts and entertainment:

* Gifts of nominal value given during the holiday season or other special occasions which represent expressions of friendship.
* Reasonable entertainment at lunch, dinner or business meetings with customers and suppliers is permitted. Entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted.
* Awards may be accepted for meritorious contributions or service if they are of nominal value.

**Section 6.6: Entertainment –** NIB employees entertaining Business Partners must always have a legitimate business purpose. NIB prohibits entertainment activities that compromise the business judgment, impartiality or loyalty of employees or Business Partners. Employees may accept a reasonable level of entertainment from Business Partners. However, NIB employees must decline: any entertainment offered as part of an agreement to do, or not to do, something in return for the activity; any entertainment offered that might compromise NIB’s reputation or ethical standards; and participating in any activity the employee knows or should know will cause the party offering the entertainment to violate any law, rule, regulation or the ethical standards of their own employer.

**SECTION 7. INTEGRITY IN GOVERNMENT RELATIONSHIPS**

NIB is committed to doing business with the federal government, government agencies and with state governments in a manner that is fully compliant with any and all applicable laws and regulations. NIB employees must be aware of and adhere to the laws and regulations that pertain to doing business with federal and state governments. These laws and regulations generally have three purposes: (1) to obtain the best possible products and services at the best value; (2) to promote full and open competition based on specifications and (3) evaluations criteria that allow interested suppliers to respond appropriately; and to eliminate waste, fraud, and abuse.

NIB employees must comply with all rules established by government officials for procuring products and services. This includes, but is not limited to, dealing with government officials in an environment of openness and under circumstances that avoid any perception of concealment, the appearance of impropriety, or any actual or potential conflict of interest.

**Section 7.1: Contacts with Government Officials –** NIB strives to develop and maintain good relationships and effective communication with all levels of federal and state governments. Contacts with government officials must never be conducted in a way that would be in violation of applicable laws and regulations or could cast doubt on NIB’s integrity. All contacts on NIB’s behalf with government officials to influence legislation, regulatory policy or rulemaking must be performed under the direction of the Senior Management Team. (Note – as members of general public, NIB is allowed to and even expected to comment on public rulemaking that affects NIB, associated agencies or the AbilityOne Program.) This includes the hiring of outside law firms or public affairs firms to make such contacts on behalf of NIB. Activities of certain NIB employees with government entities may be subject to lobbying and gift laws or Truth in Negotiations Act (TINA) and accordingly should be done in consultation with the Senior Management Team before there is any contact with public officials in connection with such activities.

**Section 7.2: Entertainment or Gifts for Government Officials -** Unless there is specific prior approval by a member of the Senior Management Team. NIB employees are prohibited from offering any gifts, gratuities or non-business related entertainment for the personal use of employees or officials of any government agency or elected officials to which NIB is seeking to sell, is selling goods or services, or is lobbying. The only exceptions to this rule are company sanctioned gifts of a token nature with NIB’s logo. These gifts typically include coffee mugs, pens, awards, plaques, certificates and bags.

***Illustrative Example:***  *Larry’s fraternity brother Mike serves as the chief of staff for the state Governor. Larry’s team just placed a bid for a contract with the state and Larry knows that the State’s chief procurement officer is a direct report to the Governor and one of Mike’s co-workers. While the contract decision is pending, Larry decides on his own initiative to invite key members of his team to a baseball game along with Mike and members of the Governor’s staff including the*

*chief procurement officer. Larry does not seek any prior approval for this entertainment thinking his boss will be quite happy with the initiative. Larry pays for the outing and submits a Travel and Expense Report for reimbursement. Has Larry breached the Code?*

1. *No, business development of this kind is common and also critical to compete for the business.*
2. *No, as long as Larry attaches all receipts to his request for reimbursement.*
3. *Yes, entertainment of government officials without prior approval from the Senior Management Team is a breach of the Code.*

*The correct answer is* **“c.”**  *A baseball game is more than a token gift and Larry should have consulted with the Senior Management Team prior to going forward with this entertainment idea.*

**Section 7.3: Employee Political Involvement –** NIB does not make contributions or payments to political parties or candidates nor will management directly or indirectly suggest that employees contribute to any particular party or candidate. Employees may not endorse candidates on NIB’s behalf. Employees are encouraged to be involved in the political process as private individuals and they are free to express their political views and to support candidates of their choice. Employees are prohibited, however, from speaking on political matters on NIB’s behalf without the express consent of the Senior Management Team. Moreover, NIB employees may not use corporate resources or seek reimbursement from NIB for any expenditure in connection with such political activities.

**SECTION 8. COMPLIANCE WITH LAWS**

NIB is committed to complying with all applicable federal, state, and local laws. Some of these laws are referenced below.

**Section 8.1: Competitive Intelligence –** NIB requires all employees to comply with all applicable laws in acquiring competitive intelligence. NIB prohibits acquiring competitive intelligence by means of theft, blackmail, wiretapping, electronic eavesdropping, bribery, improper inducement, receiving stolen property, threats, or other improper methods. Employees must respect the confidentiality of competitors’ information and must not misrepresent who they are or for whom they work in obtaining such information. Employees should immediately notify their manager whenever the employee believes he/she has received information that the employee believes may be confidential or proprietary to another organization.

**Section 8.2: Antitrust -** NIB strives to conduct business with Business Partners and competitors with complete honesty and integrity. NIB is committed to upholding federal and state antitrust laws which exist to promote vigorous competition and open markets. NIB prohibits employees from making false statements about competitors or their products or services; and prohibits employees from illegally obtaining the competitor’s Confidential Information.

**Section 8.3: False Statement Accountability Act –** NIB requires all employees to comply with the False Statement Accountability Act by being truthful in their oral or written statements to government employees or agencies. ***Employees should immediately notify their manager whenever the employee believes the information that he/she has received, or is about to report, is false.***

**SECTION 9. COMMUNICATIONS WITH EXTERNAL**

**ENTITIES**

All requests for interviews and/or comments from national and local media should be referred immediately to:

**Executive Vice President**

**Angela Hartley**

1310 Braddock Place

Alexandria, VA 22314

Phone: 703-310-0322

Email: [ahartley@nib.org](mailto:ahartley@nib.org)

**SECTION 10. WHISTLEBLOWER POLICY: REPORTING VIOLATIONS OF THE CODE**

All NIB Directors, Officers, employees and volunteers have a duty to NIB to report any actual or probable criminal conduct or any alleged violations of this Code and to act in accordance with all

applicable laws, regulations and policies and to observe high standards of business and personal

ethics, honesty and integrity in the conduct of their duties and responsibilities. When an NIB Director, officer, employee or volunteer fails to comply with the laws, rules and regulation that govern NIB’s business ethics or this Code or fails to report such conduct, that person’s actions have severe consequences for NIB and the individual. Consequences to the individual include the possibility of being convicted of crimes that carry jail sentences and/or substantial fines. NIB may be liable for criminal offenses committed by its directors, officers, or employees within the scope of their duties or employment and motivated by an intent to benefit NIB. You are encouraged to talk to supervisors, managers, the Chief Compliance Officer (CCO) or Compliance Officers (CO) or other appropriate personnel about any such illegal or unethical behavior or when in doubt about the best course of action in a particular situation. It is the policy of NIB to prevent or detect and correct any improper activities.

If you know, or reasonably believe, that criminal conduct or a violation of this Code has occurred, or is about to occur, and you do not promptly report it, you may be subject to disciplinary action, up to and including termination of your position with NIB. There is no circumstance in which criminal conduct by an NIB Director, officer, employee or volunteer will be considered to be within the scope of their service, employment or authority. The distinction between criminal conduct and conduct that may violate a civil statute is not always clear; therefore, if you know of any act or activity that violates, or appears to violate, any law, rule, regulation or provision of this Code, you must report it.

**Section 10.1: Procedures for Reporting Criminal Conduct or Violations**

**of this Code – Allegations Against Board Members or**

**President and CEO**

You should immediately and personally report any alleged criminal conduct or violations of this Code against Board Members or the NIB President and CEO. You may make such reports to the Chairperson of the Board, to the Chief Compliance Officer (each, a “Designated Official”), or to the external NIB Compliance service provider – NAVEX (844)-753-9418:

**Chief Compliance Officer (CCO)**

**Mary Jane Surrago**

**Assistant Secretary**

Phone: 201-612-7210

Email: [mjsurrago@gmail.com](mailto:mjsurrago@gmail.com)

NAVEX is a leading hotline service provider, will receive concerns and report those to the CCO who will maintain confidentiality to the extent allowed by law. Persons who submit their concern to the CCO or the external NIB Compliance service provider have the option of remaining anonymous.

The CCO will work with the NIB Board Audit & Ethics Committee, or any other committee comprised solely of independent Directors as may exist from time to time, to investigate/resolve any allegations against NIB Board members or the NIB President and CEO.

**Section 10.2: Procedures for Reporting Criminal Conduct or Violations**

**of this Code – For Allegations Against NIB Employees or Others**

You should immediately and personally report any alleged criminal conduct or violations of this Code to the external NIB Compliance service provider – NAVEX (844)-753-9418, please be aware you have the option of remaining anonymous. You may also report any alleged criminal conduct or violations of this Code to the Chairperson of the Board, the Chief Compliance Officer (CCO), the General Counsel (GC) or one of the Compliance Officers (COs) (each, a “Designated Official”) via telephone or online.

**A. Reporting to the external NIB Compliance service provider**

NIB’s external Compliance service provider, NAVEX, is a leading hotline service provider. NAVEX will receive concerns and report those to the CCO and COs who will maintain confidentiality to the extent allowed by law. Persons who submit their concern to the external NIB Compliance service provider have the option of remaining anonymous.

1. Reporting via phone by dialing NAVEX **(844)-753-9418**
2. Reporting online to NAVEX atwww.nib.ethicspoint.com.

This webpage is hosted on EthicsPoint's secure servers and is not part of the National Industries for The Blind website or intranet. *Option to file report anonymously is available.*

**B. Reporting to CCO or COs**

Persons can also report their concern to a Designated Official by contacting them via phone (see below). However, to maintain confidentiality, you should not leave voice messages which could be accessible to other NIB staff members.

**Chief Compliance Officer (CCO)**

**Mary Jane Surrago**

Phone: 201-612-7210

**Heather Lyons**

**General Counsel (GC)**

Phone: 703-310-0468

**Compliance Officers (COs)**

**Steve Brice**

**VP & Chief Financial Officer**

Phone: 703-310-0311

**Section 10.3: Report Contents**

All reports of Code violations or suspected violations should include the following information:

* Name of the alleged wrongdoer(s) and, if relevant, the location of their employment;
* Description of alleged criminal conduct or violation of this Code;
* Names of others (whether or not employees or agents of NIB) who know of, but did not participate in, the alleged criminal conduct or violation of this Code; and
* Description, location, availability of documented and written material relating to alleged criminal conduct or violation of this Code.

You are encouraged, but not required, to leave your name and phone number for future contact.

**Section 10.4: Confidentiality of Report**

The Designated Officials will hold your identity and any report you may submit in strict confidence on a “business needs to know basis.” NIB shall preserve the confidentiality of the reported information except as otherwise required by law or as necessary to carry out an investigation or remedial action. However, the absolute confidentiality of the person cannot be guaranteed and NIB assumes no liability for the subsequent release of the individual(s) making such report. The Designated Officials will generally limit the release of information only to:

* Such third parties, as outside legal counsel and independent public auditors, as determined by the Designated Officials,
* The NIB President/CEO, the Chairperson of the Board and members of the NIB Board Audit & Ethics Committee of NIB who, in the opinion of the Designated Officials, need to be made aware of the report or the results of the investigation of the report, and
* The appropriate law enforcement officials.

If you file a report, you should not disclose information contained in such report to any third party, other than the Designated Officials. Anonymous reports will be treated seriously and investigated as fully as possible, however the completeness of the investigation may be adversely affected if the report is anonymous.

**Section 10.5: Protection of Reporting Whistleblower: Prohibition Against Retaliation**

No intimidation, harassment, discrimination, retribution or other retaliation, or, in the case of employees, adverse employment consequence, will be taken against any person who has filed a report based on good faith belief that a director, officer, employee, volunteer or other insider of NIB has engaged, or is about to engage in criminal conduct or conduct in violation of this Code. Any person who takes (or attempts to take) retaliatory action against someone who reported an incident shall be subject to appropriate disciplinary action, including demotion and termination of employment or position at NIB. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Corporation prior to seeking resolution outside the Corporation.

**Section 10.6: Good Faith.**

Anyone reporting a concern or complaint concerning a violation or suspected violation of this Code must act in good faith and have reasonable grounds for believing the matter raised is a material violation of law or policy or a material accounting or auditing matter. 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.

**Section 10.7: Investigations**

Only the Designated Officials or their designees, under the oversight of the Audit & Ethics Committee of the NIB Board of Directors (or such other committee comprised of solely independent Directors as may be convened from time to time), have the authority to conduct an internal investigation relating to an actual or potential breach of this Code. All NIB directors, officers, employees and volunteers have the duty to cooperate fully with any internal investigation conducted by NIB. Such cooperation includes but is not limited to: (1) cooperating with an interview and being truthful and candid; and (2) maintaining any and all information and documents relevant to the investigation. Nothing in this Code prohibits or discourages any NIB whistleblower from fully cooperating in any investigation conducted by law enforcement officials. NIB encourages all NIB whistleblowers to fully cooperate in any such investigations, subject to all applicable rights and privileges. NIB whistleblowers who fail to cooperate with an NIB internal investigation or with an investigation conducted by law enforcement officials will be subject to discipline up to and including termination of employment.

**Section 10.8: NIB Reports to External Parties**

In accordance with applicable laws and regulations, the Designated Officials, under the oversight of the Audit & Ethics Committee of the NIB Board of Directors (or such other committee comprised of solely independent Directors as may be convened from time to time), will determine whether a particular breach of the Code involves issues that trigger a reporting obligation to either law enforcement, the government’s Office of Inspector General, Contracting Officer or any other third-party. NIB’s Audit & Ethics Committee of the NIB Board of Directors (or such other committee comprised of solely independent Directors as may be convened from time to time) has the express authority to make a report on NIB’s behalf to appropriate law enforcement or to an external governmental agency. Matters that involve certain violations of criminal law, violations of the False Claims Act, or matters involving overpayments on a particular government contract will be reported in accordance with applicable regulations published by the federal government. Any questions about such reporting can be forwarded to NIB Designated Officials or the Audit & Ethics Committee of the NIB Board of Directors (or such other committee comprised of solely independent Directors as may be convened from time to time).

**SECTION 11. WAIVERS**

If any NIB director, officer, employee, volunteer or other insider believes a waiver of this Code is necessary or appropriate, a written explanation must be provided to the CCO in advance of any action that otherwise is a breach of this Code. No waiver shall be deemed to have been granted unless the waiver is in writing and signed by a member of the Senior Management Team under the oversight of the Audit & Ethics Committee of the NIB Board of Directors (or such other committee comprised of solely independent Directors as may be convened from time to time).

**SECTION 12. Distribution of the Whistleblower Policy.**

A copy of this Whistleblower Policy shall be distributed to all directors, officers, employees and to volunteers of NIB who provide substantial services to NIB.

**ANNUAL AND NEW HIRE CERTIFICATION**

**REQUIREMENTS**

All NIB employees must certify at the point of hire and annually thereafter that they understand their responsibilities under the Code. All employees will receive a copy of the Code and will be required to sign ***“The Code of Business Ethics and Conduct Certification”*** agreement upon hire. This agreement will be renewed on an annual basis and ***“The Code of Business Ethics and Conduct Re-Certification”*** agreement will be signed by each employee.

**SECTION 13. CONFLICTS OF INTEREST POLICY FOR NIB**

**OFFICERS, BOARD OF DIRECTORS AND KEY EMPLOYEES**

**Section 13.1: Article I – Background**

The unusual structure of the NIB Board of Directors implies that it may include interested parties among its members.   Each of these parties may from time to time be exposed to a circumstance in which participation in the consideration and vote regarding a matter would constitute a conflict of interest, which conflict such party shall declare as herein below.  This policy addresses the means by which that risk is managed by the NIB Board of Directors, officers and Key Employees.

**Section 13.2: Article II – Policy**

It is the policy of the Board of Directors, the officers and Key Employees of National Industries for the Blind (“NIB” or the “Corporation”) to adhere rigorously to the highest ethical standards.  The nature of NIB's business requires that each officer, Key Employee and member of the Board of Directors maintain exemplary integrity and ethical standards, and avoid even the appearance of impropriety.  To this end, the following principles have been confirmed as policy.

**Section 13.3: Article III – Purpose**

The purpose of the conflicts of interest policy is to protect the interest of NIB when it is contemplating entering into a Related Party Transaction, or other transaction or arrangement that might benefit the private interest of a Key Employee, an officer or a director of NIB or that might result in a possible excess benefit transaction.  This policy is intended to supplement but not replace any other applicable state and federal laws governing conflicts of interest applicable to NIB.

**Section 13.4: Article IV – Definitions**

**Section 13.4.1. Interested Person**

An “Interested Person” is any (i) Related Party or (ii) any director, officer, Key Employee, or member of a committee with Board-delegated powers who has a direct or indirect Financial Interest, or who has any other interest or relationship that could reasonably be viewed as having the potential to affect his or her decision-making judgment.

**Section 13.4.2. Financial Interest**

A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment or family:

**a.** an ownership or investment interest in any entity with which NIB has a

transaction or arrangement, or

**b.** compensation arrangement with NIB or with any entity or individual

with which NIB has a transaction or arrangement, or

**c.** a potential ownership or investment interest in, or compensation

arrangement with, any entity or individual with which NIB is

negotiating a transaction or arrangement.

“Compensation” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial in nature.

**A Financial Interest is not necessarily a Conflict of Interest.  Under Article IV, Section 13.4.2 (above), a person who has a Financial Interest may have a Conflict of Interest only if the Board, or an  appropriate committee decides that a Conflict of Interest exists.**

***Examples:*** Individual conflicts of interest include, but are not limited to:  associated agency-specific or business-specific matters including any contract, payment, loan, grant, sale, purchase, exchange, debt, forgiveness, forbearance, or other financial matter related to an individual director’s agency or business interest and NIB.

***Examples:***  General conflicts of interest include, but are not limited to:  changes, rebates, or other adjustments in the commission fee charged NIB associated agencies on the sale of products sold or services provided to the government under the Javits-Wagner-O’Day Act program; the creation, alteration, or elimination of financial assistance programs that benefit associated agencies, such as grants, loans, incentives, etc.; and other programs or actions involving direct disbursements of funds to associated agencies.  Consideration and approval of NIB’s annual operating budget is not considered a general conflict of interest.

**Section 13.4.3. Conflict of Interest**

A “Conflict of Interest” shall exist (i) when an Interested Person has a

Financial Interest in a proposed transaction, or (ii) with respect to all proposed Related Party Transactions.

**Section 13.4.4. Deciding Body**

“Deciding Body” means the Audit & Ethics Committee, if any, and otherwise the

independent directors of the Board or another committee of the Board comprised solely of independent directors.

**Section 13.4.5. Relative**

A “Relative” of an individual means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in Section 2994-a of the New York Public Health Law, or any successor statute.

**Section 13.4.6. Related Party**

“Related Party” means (i) any director, officer or Key Employee of the Corporation or any affiliate of the Corporation; (ii) any Relative of any director, officer or Key Employee of the Corporation or any affiliate of the Corporation; or (iii) any entity in which an individual described in clauses (i) and (ii) has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

**Section 13.4.7. Related Party Transaction**

“Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Corporation or any affiliate of the Corporation is a participant.

**Section 13.4.8. Key Employee**

“Key Employee” means any person who is in a position to exercise substantial influence over the affairs of the Corporation, as referenced in the excess benefit transaction provisions of the Internal Revenue Code and related regulations.

**Section 13.5: Article V – Procedures**

**Section 13.5.1. Duty to Disclose**

In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the Deciding Body considering the proposed transaction or arrangement.  Interested Persons may conclusively acknowledge their conflict and agree to the procedures required herein.

**Section 13.5.2. Determining Whether a Conflict of Interest Exists**

In the event an Interested Person does not acknowledge his/her conflict, and after disclosure of the Financial Interest and all material facts, and after any discussion with the interested person, he/she shall leave the Deciding Body’s meeting while the determination of a Conflict of Interest is discussed and voted upon.  The remaining Deciding Body members shall decide if a Conflict of Interest exists.

**Section 13.5.3. Procedures for Addressing the Conflict of Interest**

The Chairperson of the Deciding Body shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Deciding Body shall determine whether NIB can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest.

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the Deciding Body shall determine by a majority vote whether the transaction or arrangement is in the best interest of NIB and for its own benefit and whether the transaction is fair and reasonable to NIB and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

**Section 13.5.4. Additional Procedures for Addressing a Conflict of Interest that is a Related Party Transaction**

The Corporation shall not enter into a Related Party Transaction unless the transaction is determined by the Deciding Body to be fair, reasonable and in the

Corporation’s best interest at the time of such determination. Any director, officer or Key Employee who has an interest in a Related Party Transaction shall disclose in good faith to the Deciding Body the material facts concerning such interest. In addition, with respect to any Related Party Transaction in which a Related Party has a substantial financial interest, the Deciding Body shall: (i) prior to entering into the transaction, consider alternative transactions to the extent available; (ii) approve the transaction by not less than a majority vote of the Deciding Body members present at the meeting; and (iii) contemporaneously document in writing the basis for the Deciding Body’s approval, including its consideration of any alternative transactions.

**Section 13.5.5 No Improper Attempts to Influence Vote.**

The Interested Person with the Conflict of Interest is prohibited from making any attempt to influence improperly the deliberation or voting on the matter giving rise to the Conflict of Interest.

**Section 13.5.6 Violations of the Conflicts of Interest Policy**

If the Deciding Body has reasonable cause to believe that an individual has failed to disclose actual or possible Conflicts of Interest, it shall inform the individual of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the individual and making such further investigation as may be warranted by the circumstances, including but not limited to referral to the Audit & Ethics Committee or use of management personnel, the Deciding Body determines that the individual has in fact failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

**Section 13.6: Article VI – Records of Proceedings**

The minutes of the Deciding Body’s meeting shall contain:

1. the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest was present, and the Deciding Body’s decision as to whether a Conflict of Interest in fact existed; and
2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

**Section 13.7: Article VII – Compensation**

A voting member of the board of directors, an officer or a Key Employee of NIB who receives compensation, directly or indirectly, from NIB for services is precluded from voting on matters pertaining to that person's compensation and precluded from presence in the meeting when such vote takes place.

A voting member of any committee or officer of NIB whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from NIB for services is precluded from voting on matters pertaining to that person’s compensation and precluded from presence in the meeting when such vote takes place.   

**Section 13.8: Article VIII – Annual Disclosure Statements**

Each director, officer and member of a committee with board delegated powers shall, at each year's spring Board Meeting, or, at latest, before May 31st of any given year, sign and deliver to the Chairperson of the Board of NIB a Conflicts of Interest Disclosure Statement which affirms that such person:

1. has received a copy of the conflicts of interest policy,
2. has read and understands the policy,
3. has agreed to comply with the policy, and
4. understands that NIB is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes; and
5. discloses whether or not the person has any reportable Financial Interest.

Any material change in the representations made in the Conflicts of Interest Disclosure Statement shall be reported in detail immediately to the Chairperson of the Board of NIB.

In addition, each director of the Board of NIB shall initially (prior to his or her initial election) and annually thereafter complete, sign and submit to the Secretary of the Corporation a written statement identifying, to the best of his or her knowledge, any entity of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the director might have a Conflict of Interest. The Secretary of the Corporation shall provide a copy of all completed statements to the Chairperson of the Deciding Body and the Chairperson of the Board of NIB.

**Section 13.9: Article IX – Board Membership**

In order to avoid even the appearance of impropriety or conflict, except as otherwise provided by the By-Laws of NIB, the following limitations will apply to eligibility of persons to be members of the Board of Directors of NIB:

1. Current employees (other than the chief administrator as set forth in greater detail in the By-Laws) and current members of the Board of Directors of associated agencies cannot serve on or stand for election to the Board of Directors of NIB; provided, however, that any Director serving on the Board of NIB at the time of passage of this Policy shall retain his membership until the end of his present tenure;
2. Former members of the Board of Directors of associated agencies shall not be eligible to stand for election to the Board of Directors of NIB until one full year after the date of termination of their membership on the Board of such associated agency;
3. Except in the case of the NAEPB President, former employees of NIB shall not be eligible to stand for election to the Board of Directors as an agency representative or as an NAEPB designated representative until five full years after the date of termination of their employment from NIB;
4. Former employees of NIB or any associated agency shall not be eligible to stand for election to the Board of Directors as private-sector representatives; and
5. Persons employed by or related to organizations (other than associated agencies) which contract with NIB or sell to the government through NIB are eligible to serve as members of the Board of Directors of NIB.  However, in such cases concerns regarding the potential appearance of impropriety or conflict should be carefully considered by the Board before acting.  Identification of and invitation to such persons to serve on the Board shall solely be made on the basis of individual merit and not on the basis of such contract or relationship.

**Section13.10: Article X – Periodic Reviews**

To ensure that NIB operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt

from federal income tax, periodic reviews shall be conducted.  The periodic reviews shall, at a minimum, include the following subjects:

1. whether compensation arrangements and benefits are reasonable and are the result of arm’s-length bargaining; and
2. whether business arrangements with organizations that are affiliated with a board director or committee member conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the charitable purposes of NIB and do not result in inurement or impermissible private benefit.

**Section 13.11: Article XI – Use of Outside Experts**

In conducting the periodic reviews provided for in Section 13.9 - Article IX, NIB may, but need not, use outside advisors.  If outside experts are used their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

The Chairperson of the Board shall, in his/her discretion, name or employ the services of a presiding officer who may or may not be a director, whenever possible, at every Board and Executive Committee meeting whose duties will include:

1. maintaining orderly process at meetings of the Board and the Executive Committee
2. on behalf of the Chairperson, implementing of the articles of this policy
3. counseling the Board respecting matters relevant to this policy.

**NOTE: The above Conflicts of Interest Policy for NIB Officers, Key Employees and Board of Directors, as Amended by the NIB Board on July 30, 2014.**

**SECTION 14: BOARD AUDIT & ETHICS COMMITTEE PROCEDURES**

There are standards of conduct applicable to individual directors in carrying out their functions for an organization.  These are the duties of care, loyalty and obedience.  These procedures focus on the NIB Board’s expectations relating to individual director’s behavior, accountability for individual director’s actions, and the duty of loyalty – which requires directors to exercise their powers in the interest of the corporation, not in their own interest or the interest of another entity or person.

Each year, Board members sign a Conflict of Interest Disclosure Statement and undergo ethics refresher training.  Procedures covering a variety of ethics violations, either conflict of interest or failure to discharge responsibilities, are described below.

**Section 14.1: Alleged Violations by Board Members of Responsibilities as Directors or Conflict of Interest Policies:**

The Audit & Ethics Committee clearly has a role in such cases and can recommend certain sanctions after due process.

Recommended procedures for the Audit & Ethics Committee for alleged violations by a Board member relating to conflict of interest or failure to discharge responsibilities are:

**Section 14.1.1** Allegations of violations are brought to the attention of the Chief Compliance Officer for Board members.  Some examples include, but are not limited to:

* 1. **Breach of confidentiality –** sharing minutes, sharing sensitive information, sharing conversations during executive session with others in the field or with staff, giving out the NIB Board website pass code.
  2. **Conduct unbecoming –** unprofessional conduct, close personal relationships with staff, felony conviction, speaking out against a Board approved decision – even if you disagree with the Board’s decision, providing false information to the Board on an issue.
  3. **Failure to disclose a conflict –** either annually or when it occurs.
  4. **Unfairly leveraging Board position –** any director applying undue pressure or influence to benefit him/her being considered before non-board member agency CEOs on projects, submitting an application for a new NIB Board program prior to formal notification to the field.
  5. **Duality of interests –** failure to act in the best interest of NIB, especially when serving on another Board.

**Section 14.1.2.** Notification procedures are:

1. NIB Board members will notify the Chairperson of the Board, unless the allegation relates to the Chairperson of the Board.  In that case, it should be brought to the attention of the Vice Chairperson.
2. NIB staff will notify the NIB President and CEO, unless the allegation relates to the President and CEO.  In that case, it should be brought to the attention of the Chairperson of the Board.
3. The Chairperson or his designee will obtain preliminary data to determine if there is any substance to the allegation, and if so, refer the matter to the Audit & Ethics Committee for investigation.  The Chairperson will also advise the affected party that an investigation will be conducted, and may suspend the Board member’s participation in meetings until the investigation is resolved.
4. After the Audit & Ethics Committee conducts its investigation and recommendations are brought forth to the Executive Committee or the Board, the Chairperson will notify the affected Board member of the results of the investigation.

**Section 14.1.3.** The Audit & Ethics Committee may conduct its own investigation, may utilize an outside party in special circumstances, or may ask NIB management to conduct such an investigation.  As part of the investigation the Board member and/or his/her agency/corporation is contacted and given an opportunity to present additional facts.

**Section 14.1.4.** The Audit & Ethics Committee will develop tentative recommendations pending receipt of additional information.

**Section 14.1.5.** The Audit & Ethics Committee will give the affected Board member and/or his/her agency/corporation an opportunity to meet with the Audit & Ethics Committee and to bring forth any witnesses or evidence that may be relevant to the matter.

**Section 14.1.6.** The Audit & Ethics Committee will recommend appropriate actions, if any to the NIB Executive Committee, and to the Board, depending on the situation.   Possible outcomes may include, but are not limited to:

1. No resolution and no action – The Audit & Ethics Committee may find substance to rumors, but cannot resolve the matter satisfactorily.
2. Exoneration.
3. Guilty with written reprimand to the Board member and/or his/her agency/corporation, as appropriate; along with written notification to the Board member's supervisor.  Such reprimand and notification is subject to approval by the Executive Committee.
4. Guilty with removal of the Board member from committee assignments.  (The NIB By-Laws allow the Chairman to remove any member of any standing or special committee with or without cause at any time.  The Board may overrule this decision by majority vote.)
5. Guilty with the request for resignation of the Board member or officer.
6. Guilty with removal of the Board member from NIB Board, which would be handled in accordance with the NIB By-Laws, Article III (Board of Directors), Section 6 (Removal of Directors) – a 2/3 vote of the full Board with prior written notice.
7. Other appropriate action.

**Section 14.1.7.** The NIB Executive Committee or the Board will consider and vote on the recommendation after giving the affected Board member and/or his/her agency/corporation an opportunity to present his/her views.

**Section 14.1.8.** The NIB Executive Committee or the Board implements any approved sanctions.

**Section 14.2: Alleged Violations of the JWOD Act and/or its**

**Regulations by a Non-Profit Agency**

The Committee for Purchase regulations state that the Committee for Purchase staff will conduct all formal nonprofit agency compliance reviews and investigations of reported noncompliance with the JWOD Act or the AbilityOne Program Regulations.  Examples of violation of AbilityOne Program Regulations (applicable to agency directors only) include but are not limited to:

* Ratio deficiencies
* Delinquencies
* Subcontracting AbilityOne work without prior Committee approval or purchasing a finished AbilityOne product and selling it as produced by the assigned associated agency.
* Selling essentially-the-same products competing with AbilityOne products in the Base Supply Center program.

If the alleged violation of the JWOD Act or AbilityOne Program regulations is by an associated agency represented on the NIB Board of Directors, the President and CEO shall advise the Chairperson of the Board that the Committee for Purchase will be investigating the agency.  The Chairperson of the Board shall alert the NIB Board Audit & Ethics Committee to consider any follow up actions after the Committee for Purchase conducts its investigation and presents its findings, recommendations and corrective action in the matter.  The Audit & Ethics Committee may then develop tentative recommendations for sanctions as described in number 6 above.[[1]](http://nibboard.org/Policies/EthicsProcedures.htm#_ftn2)

**Annually, the Board will be reminded to review current ethics policies and procedures.**

[[1]](http://nibboard.org/Policies/EthicsProcedures.htm#_ftnref2) If the alleged violation of the JWOD Act or AbilityOne Program regulations is by an associated agency not represented on the NIB Board of Directors, the President and CEO shall advise the Chairperson of the Board that the Committee for Purchase will be investigating such agency.  The President and CEO will consider any follow up actions after the Committee for Purchase conducts its investigation, and informs NIB of its findings, recommendations, and corrective action.

**NATIONAL INDUSTRIES FOR THE BLIND**

**Code of Business Ethics and Conduct**

**Initial Certification**

**(Form 1)**

All employees are required to sign this form upon initial employment and thereafter annually or whenever the Code is substantially revised.

By signing below I hereby certify and acknowledge that:

1. **I have received and read the current Version of NIB’s Code of Business Ethics and Conduct.**
2. **I fully understand my duty to comply with the Code.**
3. **I recognize that failure to comply with the provisions of the Code and uphold NIB’s ethical principles may subject me to disciplinary action, up to and including termination of my employment.**
4. **I have received training in the Code or have been informed by NIB that I will receive such training within 90 days from date of my hire.**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Printed Name**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Signature**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Date**

**NATIONAL INDUSTRIES FOR THE BLIND**

**Annual Code of Business Ethics and Conduct**

**Re-Certification**

**(Form 2)**

All employees are required to complete and sign this form annually. Answer the following questions based on your activities in the previous calendar year.

1. **Did you join the Board of Directors/Trustees of any other company or organization?**

**Yes\_\_\_ No\_\_\_\_ If so, please explain.**

1. **Did you engage in any outside employment?**

**Yes\_\_\_ No\_\_\_\_ If so, please explain.**

1. **Did you report all potential Code violations to the appropriate individuals?**

**Yes\_\_\_ No\_\_\_\_**

1. **Did you obtain a financial interest in a competitor or any other organization?**

**Yes\_\_\_ No\_\_\_\_ If so, please explain.**

1. **Did you share any confidential information with a third party that was not on a “need to know” basis?**

**Yes\_\_\_ No\_\_\_\_ If so, please explain.**

1. **Did you participate in or notice any fraudulent activity at NIB?**

**Yes\_\_\_ No\_\_\_\_ If so, please explain.**

1. **Did you have any criminal convictions in the previous calendar year[[1]](#footnote-1)?**

**Yes\_\_\_ No\_\_\_\_ If so, please explain.**

**I hereby certify and acknowledge that:**

The answers provided above are true and correct. I fully understand my duty to continue to comply with the Code. I recognize that failure to comply with the provisions of the Code and uphold NIB’s ethical principles may subject me to appropriate disciplinary action, up to and including termination of my employment.

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Signature Date**

NATIONAL INDUSTRIES FOR THE BLIND

Conflicts of Interest Disclosure Statement

**(Form 3)**

**PART I [*For Directors, Officers and Key Employees*]:**

I have received a copy of the Conflicts of Interest Policy for Officers, Directors and Key Employees of National Industries for the Blind.

I have read the policy and understand its application.

I agree to comply with the policy.

I understand that National Industries for the Blind is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

As of the date below:

**\_\_\_\_\_ I am the CEO of an NIB associated agency**

**\_\_\_\_\_ I am an officer or director of the National Association for the**

**Employment of People Who are Blind**

**\_\_\_\_\_ I have nothing to disclose.**

**\_\_\_\_\_ I submit the following disclosure:**

**PART II [*For Directors only*]:**

Prior to the initial election of any director, and annually thereafter, the director must complete and sign the following Conflict of Interest Statement.

**\_\_\_\_\_ I am, or may become, a Director of the Corporation.**

To the best of your knowledge:

**A. Are you an officer, director, trustee, member, owner, or employee of any entity with which the Corporation has a relationship?**(*Please circle one*):

**Yes. No.**

If yes, please identify the entity, your relationship to that entity, and the relationship that entity has to the Corporation. If there is more than one entity, please attach a statement providing this information for each entity.

### Entity:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

### Your position in that entity: (*Please circle one*):

### officer director trustee member owner other

If other, please explain:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

### What relationship does that entity have to the Corporation?

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**B. Is there any transaction to which the Corporation is a participant and which you have or may have a conflict of interest?** (*Please circle one*):

**Yes. No.**

If yes, please identify the transaction with which you have or may have a conflict of interest. If you have or may have a conflict of interest with more than one transaction, please describe each conflict of interest below, or on an attachment.

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If any of the foregoing disclosure becomes inaccurate, incomplete or otherwise changes, I will promptly advise the Chairperson of the Board of National Industries for the Blind and furnish in detail any supplemental information that may be appropriate.

This completed Statement should be returned to the Secretary of National Industries for the Blind (the “Corporation”).

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Signature Date**

**Name (print): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title(s): \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

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1. NIB does not automatically terminate employees for criminal convictions. NIB considers all mitigating circumstances when reviewing an employee’s criminal conviction. [↑](#footnote-ref-1)