



CODE OF CONDUCT

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A Message From Our CEO



Dear Colleagues,

Since 1985, Winrock International has made and continues to make a difference in the lives of thousands of people around the world. The respect and confidence that our funders, subcontractors, vendors and the people we serve have in our organization are rooted in the hard work and integrity of our employees. Our continued success depends on each of us maintaining the highest of standards, where each employee, Board member, volunteer, intern, fellow and consultant is committed to ethical behavior, honesty and integrity.

Our shared mission is to empower the disadvantaged, increase economic opportunity and sustain natural resources. Our mission is core not only to what we do, but also to how we do it. For example, we must comply with all the laws wherever we work. We comply with our funders' requirements. We also have requirements for how we conduct ourselves in the workplace, set forth in this Code of Conduct.

Our Code of Conduct is a collection of guiding principles which are an extension of our mission. It dictates how we conduct ourselves in performing this important work, and provides resources to help us make sound, informed decisions and to act on those decisions with integrity.

These principles are required by our funders, and meeting our obligations to our funders requires us to adhere to these principles in letter and spirit.

We take all aspects of ethics and integrity very seriously and believe that all of us have a duty to fully understand this Code. You should use the Code as an everyday guide to help you navigate what's right in a particular situation and minimize legal and ethical risk.

We each have the privilege and the responsibility of sustaining and building upon Winrock's reputation for excellence. To succeed in this endeavor, we must all work together to continue to get the right results in the right way.

Knowing when to seek guidance or to speak up is also an important part of everyone's personal accountability. We are committed to maintaining a culture where people are encouraged to seek advice, voice concerns or report possible misconduct and are protected from retaliation. If you have questions or if something does not seem right to you, please contact our Hotline, or any of the channels available to you under this Code.

All the best,

Maqsoda Maqsodi





Our Shared Responsibilities



At Winrock we follow the laws of every country where we work. We also follow this Code of Conduct. Upholding Winrock's Code of Conduct is a responsibility shared by all involved in contributing to project results, providing solutions and delivering on Winrock's mission. The Code is mandatory and applies to each employee, Board member, volunteer, intern and fellow, and consultant (also known as our "workforce").

In addition to the Code, we also have Operational Policies and Procedures, which are issued by operational groups (such as Finance, Human Resources or Operations) that apply to specific activities or roles. These Operational Policies and Procedures implement business practices to achieve consistent results and efficiencies, and to minimize legal risks. Compliance with the Operational Policies and Procedures also is a mandatory condition of employment.

Our Code and Operational Policies and Procedures are supported by our Core Values:

- **Accountability** – *We are fiscally responsible. We hold ourselves and our colleagues responsible for the outcomes of our choices, behaviors and actions. We take responsibility for all outcomes, positive and negative.*
- **Equity** – *We treat our WI colleagues, our partners and funders and all who benefit from our work with fairness and respect. We believe that being inclusive and encouraging all voices to be heard is fundamental to delivering sustainable, effective solutions and systematic change. We value diversity in our teams and in our decision-making.*
- **Innovation** – *We create, apply and scale up new solutions and technologies to overcome challenges. We develop and execute ideas to meet the evolving needs of communities we serve.*
- **Integrity** – *We are honest, fair and transparent with our WI colleagues, our partners and funders and all who benefit from our work.*

- **Transformation** – *We leave enduring, positive, measurable changes. We make inclusive decisions driven by data, science and the express needs of communities and the planet we share.*

These Values reflect our shared beliefs and commitments to each other, our supporters and those we serve.

As noted by our CEO, Winrock is known as an organization that makes a difference in the lives of people around the world. Our success is based on operating with integrity in every location, on every project. When you operate ethically, you send a message to others that they can put their trust in us. By doing the right thing, you not only protect our reputation, but also help Winrock thrive in today's complex and competitive environment.

Conduct or actions prohibited by this Code and the Operational Policies and Procedures is unacceptable in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings and business-related social events.





INDIVIDUAL RESPONSIBILITIES

You are responsible for becoming familiar with the Code of Conduct, particularly those policies that apply to your job or your work with Winrock. You will be doing your part when you:

- **Stay informed** by learning the Code of Conduct, acknowledging expectations and participating in briefings and available ethics and compliance training.
- **Seek guidance** and ask questions or consult with others when the right course of action is unclear.
- **Stand firm** by resisting pressure to compromise our standards or policies of the Code or cut ethical corners to meet an objective or complete an activity.
- **Raise concerns** if something does not seem right.

MANAGER RESPONSIBILITIES

If you manage or supervise others, you have been placed in a position of trust. To maintain that trust, you should always:

- **Lead by example** and be a positive role model to others. Champion a culture of integrity.
- **Promote awareness** of Winrock’s Code of Conduct and make sure those you supervise are equipped with the knowledge and resources they need to comply with the Code.
- **Monitor the conduct** of those you supervise and take responsibility for activities that occur under your supervision.
- **Be responsive** to anyone who raises an ethics or compliance concern. Keep an open door for concerns. Escalate to the Risk and Compliance office violations of this Code, make sure that action is taken, and ensure concerns are resolved in a fair and appropriate manner.

Click [here](#) for more guidance.

WINROCK COMPLIANCE AMBASSADORS

As a Winrock Compliance Ambassador, you have been selected to promote the Code of Conduct and help your colleagues learn and understand expectations of each person at your location or nearby work sites. It is a position of trust. You should always:

- **Lead by example** and be a positive role model to others.
- **Promote awareness** of Winrock’s Code of Conduct and make sure that new hires and colleagues are equipped with the knowledge they need to comply with the Code.
- **Train colleagues** in compliance and ethics and deliver briefings.
- **Be responsive** by answering questions or escalating an ethics or compliance concern.

WINROCK LEADERSHIP

Our Winrock Leadership is entrusted with the strategic, programmatic, financial and management operations to fulfill our mission and deliver results to empower the disadvantaged, increase economic opportunity and sustain natural resources in the United States and around the world. Every Winrock leader should always:

- **Lead by example** and be a positive role model to others.
- **Provide a safe and productive workplace.**
- **Promote awareness and give voice** to all stakeholders to ask questions and raise ethical and compliance concerns or issues.
- **Be responsive** to anyone who raises an ethics or compliance concern. Keep an open door for concerns. Escalate when needed, make sure that action is taken, and ensure concerns are resolved in a fair and appropriate manner.
- **Achieve Winrock’s commitment** to integrity, respect and impact; and to the highest ethical standards, rules of law and donor expectations.



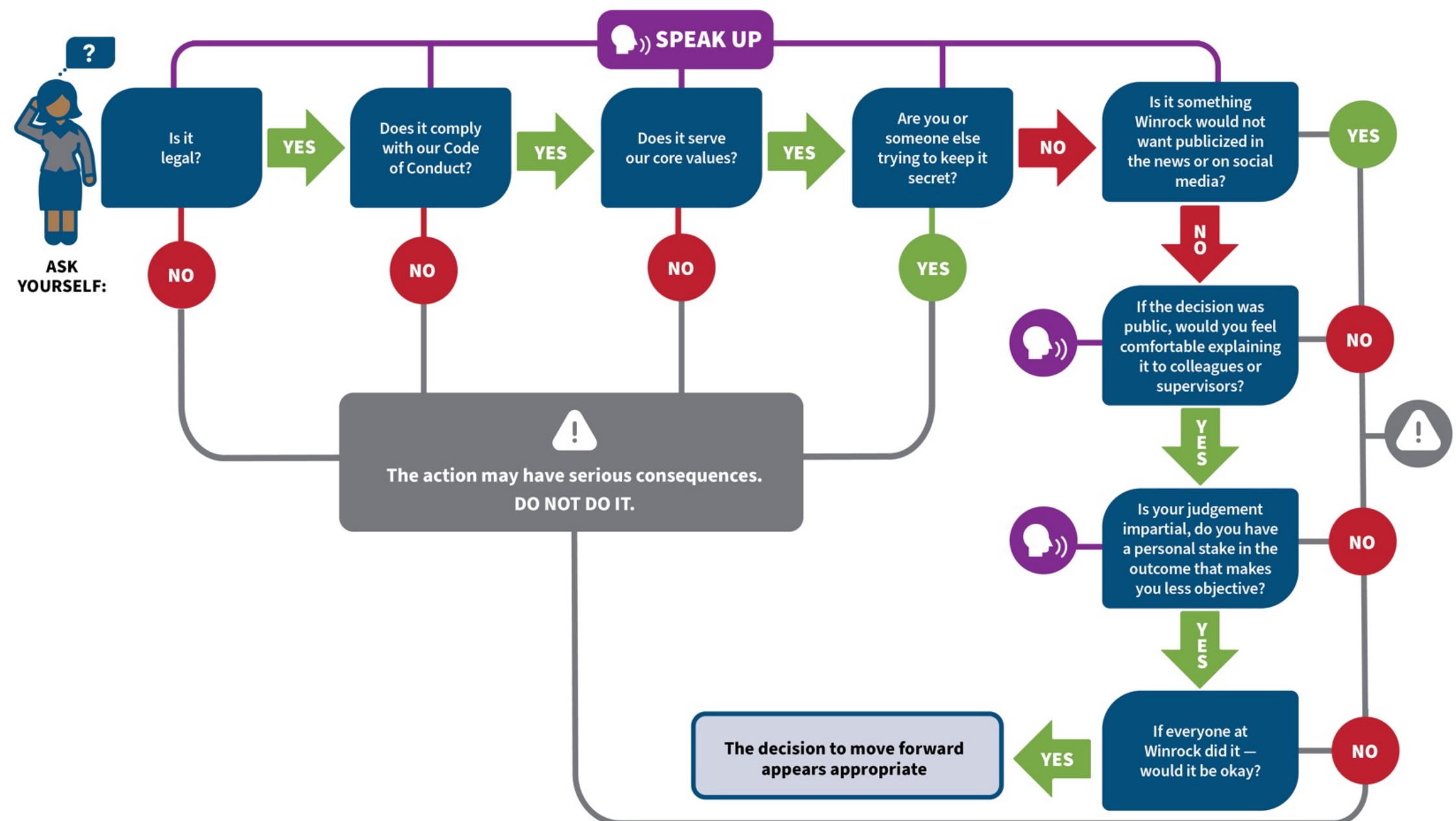
Ask a Question or Report a Concern

Winrock's Code of Conduct is not intended to make you an expert on every issue, but rather to help you spot risks, obtain guidance and make good choices. We must constantly be alert to the gaps between policies and practices and work to close them. **Making the right decision is not always easy. There may be times when you will be under pressure or unsure of what to do. Always remember that when you have a tough choice to make, you are not alone.**

Part of the responsibility to report is management's responsibility to act on reports made. Our Core Value of Accountability reflects our commitment to ensure that we take responsibility when staff speak up:

- We are fiscally responsible.
- We hold ourselves and our colleagues responsible for the outcomes of our choices, behaviors and actions.
- We take responsibility for all outcomes, positive and negative.

The following policy, also known as a whistleblower policy, sets forth guidance and instruction for how to report and how Winrock commits to responding to you.





HOW TO SPOT AN ISSUE

Before making a decision or pursuing a course of action, consider the following:

- *Ask yourself: Does the decision or action meet the letter and spirit of Winrock's Core Values (especially Integrity), Code of Conduct or Operational Policies and Procedures? Is it legal?*
- *If you are unsure if the Code or a policy applies, ask your manager, your Compliance Ambassador or the Risk and Compliance Officer.*
- *If you suspect the decision or action violates the Code, raise it. Do not say to yourself, "I do not know." You are not responsible for investigating Code violations; you are responsible for raising them.*

HOW TO SPOT AN ETHICAL DILEMMA

In addition to complying with the rules — such as the law, this Code or Operational Policies and Procedures — we at Winrock also have a duty to act ethically and do the “right thing.” Sometimes that is not a clear path. If you have a concern that you or another employee may be acting unethically, or want to discuss an ethical dilemma, speak up. Reach out to any of those identified on page 8, including the Risk and Compliance Office.

If you are unsure if a situation you are facing poses an ethical issue, then use the Ethical Decision-Making Tool on page 6.

YOUR DUTY TO SPEAK UP

One of the most tragic aspects of wrongdoing is when people look the other way or fail to speak up. In addition to knowing the ethical and legal obligations that apply to your job, you are required to speak up if:

- *You are aware of, or suspect, a violation of the Code of Conduct, the Operational Policies and Procedures or the law. Note that a suspicion is enough — you do not need to have all the facts or be certain.*
- *You are unsure about the proper course of action and need advice.*
- *Particular actions or decisions make you uncomfortable.*
- *You know or suspect that any of the following persons have been or are about to engage in Code violations or illegal or unethical activity in connection with Winrock's work:*
 - ▶ *Anyone in Winrock's workforce*
 - ▶ *Vendors, suppliers or other contractors or consultants*
 - ▶ *Partners, grantees or subcontractors*
 - ▶ *Agents, intermediaries or others acting on behalf of Winrock*

What If?



Q: *I am a manager and observe misconduct in an area not under my supervision. Am I still required to report the issue?*

A: You are chiefly responsible for employees and business partners under your supervision, but all Winrock employees are required to report misconduct. As a leader, you have a special obligation to be proactive. The best approach would be to talk first with the manager who oversees the area where the problem is occurring, but if this is not feasible or effective, you should contact another manager or Code resource as described on page 8.



CHANNELS FOR ASKING QUESTIONS OR RAISING CONCERNS

Winrock has numerous channels of communication for employees with questions, seeking advice or wishing to report concerns. You should choose the channel that feels the most comfortable for you.

Channel for speaking up	Description
Your Manager	Your direct supervisor or unit supervisor.
Your Winrock Compliance Ambassador	Usually a colleague and likely working in the same location.
Chief of Party or Project Director	For a project, the senior-most position at your work location or unit director or senior director responsive to questions or reporting a concern.
HR Lead or HR Focal Point	Senior-most person at your work location responsible for HR functions including employee relations. Or the position which handles most HR-related transactions locally. Another option is a regional HR partner or manager.
Other Managers and Leaders	Other trusted managers and leaders at your work location can be helpful with advice, questions and reporting a concern.
Risk and Compliance Office	The Risk and Compliance Office oversees and facilitates the review of all Code of Conduct concerns and compliance with all legal/regulatory and donor requirements, reporting to the CEO and the Board of Directors.
Hotline	Our Hotline provides a means to report concerns by identifying yourself or remaining anonymous, if you prefer. You can call using the telephone or can make a report via the website. Ask for your local language if needed.

WINROCK HOTLINE

Winrock’s Speak Up Hotline is available at any time to ask questions or raise concerns but is often used when:

- *You feel uncomfortable using another channel of communication.*
- *Other channels prove ineffective, unable to respond or appear unresponsive.*
- *You wish to report your concern anonymously.*

The Hotline is administered by Mitrotech, an independent third party hotline provider. The hotline is available 24 hours a day, seven days a week and is available for use by anyone involved with Winrock, including employees, partners, clients, beneficiaries or consultants.



VIA WEB

[Speak Up Hotline](#)



VIA PHONE

844-839-0142

If you use the telephone option, which is only available from within the U.S., a trained specialist from Mitrotech will make a detailed summary of your question or concern. The details will be forwarded to Winrock’s Risk and Compliance Office for further response.

ANONYMITY AND CONFIDENTIALITY

The Speak Up Hotline is entirely confidential. You can choose to enter your contact information or remain anonymous. If you choose to enter an email address, be aware that any correspondence will be sent to that email address. To help maintain a level of confidentiality you may wish to use a personal email address. When you make a complaint that communication is entered into a third-party server that Winrock does not have access to. The complaint is then forwarded to a database at Winrock that only a very small number of people have access to. We cannot trace where the complaint came from as any of that information is filtered out by Mitrotech. If you choose to remain anonymous, the only identifier we have is a case ID that is assigned to the complaint.

Although anonymous reports are allowed, employees may not make complaints in bad faith (e.g., to file fabricated complaints for dishonest or hidden reasons). Reports made in bad faith undermine the integrity of filing online or using the Hotline and are subject to disciplinary action.





ANTI-RETALIATION POLICY

Winrock will not tolerate retaliation against anyone who, in good faith, reports a concern or participates in an investigation, even if the allegation ultimately is not substantiated. Anyone, regardless of position or tenure, found to have engaged in retaliatory conduct against someone who has raised an ethics or compliance concern will be subject to disciplinary action, and possibly termination. If you feel you have been subjected to retaliation, you should immediately report the retaliation to the Speak Up Hotline online or by telephone or directly contact the Risk and Compliance Office.

Winrock encourages managers and employees to self-report violations and, depending on the specific circumstances, may treat self-reporting as a mitigating factor when assessing any disciplinary measures.



What If?



Q: *I believe someone misused the Hotline, made an anonymous call and falsely accused someone of wrongdoing. What should I do?*

A: Report your concern immediately. Experience has shown that the Hotline is rarely used for malicious purposes, but it is important to know that we will follow up on reports, and anyone who uses the Hotline in bad faith to spread falsehoods or threaten others, or with the intent to damage another person's reputation, will be subject to disciplinary action.

RESPONSIVENESS AND EMPLOYEE COOPERATION

Investigations of Code and policy violations will be led by the Risk and Compliance Office, working with partners such as HR, Finance and Programs as needed and while respecting the need for confidentiality. Employees are required to cooperate with an investigation.

Winrock takes all concerns seriously and will address all reports. Out of respect for the privacy of individuals who may be affected by your report, Winrock may be unable to provide you with detailed results of our investigation and may not tell you what actions were taken in response. Whenever practicable, we will provide you with status updates, so you know that your concern is receiving an appropriate response.





Enforcement



Anyone who violates Winrock's Code of Conduct or the Operational Policies and Procedures, regardless of position or tenure, may be subject to disciplinary action, including termination. The following are examples of conduct that may result in disciplinary action:

- *Violating the Code*
- *Directing or encouraging others to violate the Code*
- *Failing to report known or suspected violations of the Code*
- *Interfering with an audit or investigation*
- *Being uncooperative or untruthful during an audit or investigation*
- *Retaliating against others for raising a concern*

The disciplinary action will vary depending on the seriousness of the offense, whether there is a history of prior conduct, the certainty of the facts and other factors. Disciplinary action could be any of the following:

- *No action taken/no action necessary*
- *Policy/process review*
- *Training/advice*
- *Verbal warning*
- *Written warning*
- *Termination*

In addition, violations of laws or regulations can trigger legal action against you, your colleagues, Winrock or its partners or suppliers that could result in:

- *Fines*
- *Suspension*
- *Debarment*
- *Imprisonment*

Employees will be asked to sign a statement certifying that they understand and will abide by this Code of Conduct. Each person will sign the statement when they begin work for Winrock, and every year after.

EXCEPTIONS TO THIS CODE

Any employee who requests an exception to this Code of Conduct should obtain the exception, in writing, in advance, from the Risk and Compliance Office. No others are authorized to allow an exception.

Nothing in the Code of Conduct or other Winrock Policies and Procedures is intended to create an express or implied contract of employment. In the United States and other applicable countries, the maintenance of this Code does not modify the employment-at-will relationship that may exist between Winrock and its employees. Nothing in this Code creates a contractual obligation on the part of Winrock, nor does it expand any third party or employee legal rights or Winrock's legal obligations.





Commitment to Colleagues and Organization



Winrock is committed to ensuring safe and secure conditions for its workforce, regardless of position or location, and to providing a work environment that promotes staff well-being, resilience, health and productivity.

Winrock transforms donor contributions and funds into programs and projects to empower the disadvantaged, increase economic opportunity and sustain natural resources. Winrock combines technical expertise with entrepreneurial innovation to improve lives around the globe. To do this, Winrock must remain uncompromised, efficient and effective in carrying out its work. We must safeguard Winrock's assets and put the interests of the organization first.

Winrock is committed to being a responsible global citizen. Our interactions with governments, regulators, the media and local communities must be grounded in honesty, trust and fairness. We support the legitimate rule of law and promote high ethical standards in the countries and communities where we work.

ANTI-CORRUPTION POLICY

Winrock has a zero-tolerance policy toward bribery and corruption in any form. Winrock is committed to observing the highest standards of ethical conduct in its operations throughout the world. Winrock's anti-corruption policy is found [here](#).

RESPECT IN THE WORKPLACE

Winrock strives to achieve a work environment where individual differences and perspectives are valued and respected.

Winrock believes that to engage, develop and retain talent, the messages delivered to attract candidates and employees must be integrated with inclusive talent practices, processes and systems.

How can you help promote a respectful workplace?

- Put our policies into practice in your everyday interactions. Honor the culture, experiences, backgrounds and perspectives of others.
- Recognize and see past personal biases.
- Do not exclude others or dismiss their contributions. Welcome input, foster a sense of belonging and listen to — and respect — viewpoints that differ from yours.

EQUAL EMPLOYMENT OPPORTUNITY (EEO)

Winrock is committed to equal employment opportunities without regard to race, color, religion, sex, national origin, age, disability, genetic information, pregnancy, marital status, veteran status, any other protected characteristic under applicable law.

Equal employment opportunity applies to all phases of employment, including, but not limited to, recruiting, employment, placement, promotion, transfer, demotion, reduction of workforce and termination, rates of pay or other forms of compensation, employee benefits, selection for training, the use of facilities and participation in Winrock-sponsored employee activities.

What If?



Q: A team member who works on a project with me often calls me a name that insults me and my nationality and then says, "Just kidding." This has been going on for some time, and it bothers me, but when I ask my colleague to stop, they tell me I am being too sensitive. What should I do?

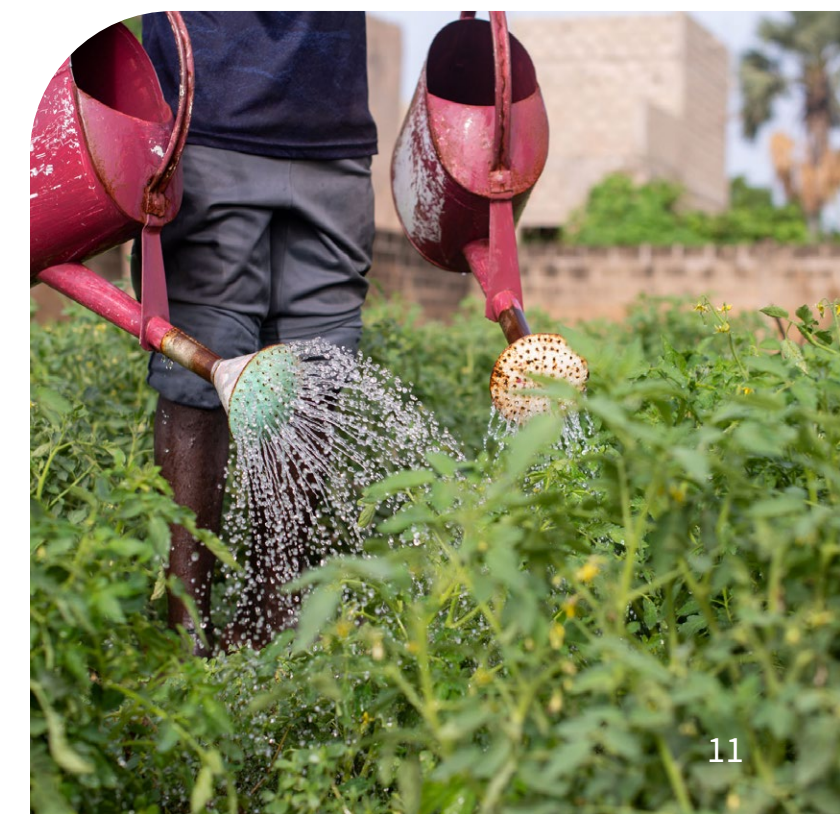
A: Name-calling like this is hurtful and inappropriate. You should report the conduct and seek help and support from your manager or another Winrock resource.

DISCRIMINATION-FREE WORKPLACE

Winrock is committed to a work environment in which all individuals are treated with respect and dignity. Everyone has the right to work in a professional atmosphere that prohibits unlawful discriminatory practices. Winrock expects that all relationships among persons in the office will be professional and free of bias, prejudice and harassment.

Winrock will not condone or permit discrimination, including actions that create a hostile work environment, against any employee or applicant for employment. It is Winrock's policy to encourage and support work environments that respect differences and provide all employees with dignity, fairness and opportunities for professional development in all locations where Winrock works.

All complaints or information about sexual harassment, workplace harassment or discrimination will be investigated, led by the Risk and Compliance Office. Investigations will be conducted in a timely manner and will be confidential to the extent possible.





HARASSMENT-FREE WORKPLACE

(See also Winrock Policy: Combating Sexual Harassment)

Harassment is strictly prohibited. Harassment is verbal, written or physical conduct that denigrates or shows hostility or aversion toward an individual because of a protected class, and that:

- *Has the purpose or effect of creating an intimidating, hostile or offensive work environment, or*
- *Has the purpose or effect of unreasonably interfering with an individual's work performance, or*
- *Otherwise adversely affects an individual's employment opportunities*

Harassing conduct includes epithets, slurs or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and written or graphic material that denigrates or shows hostility or aversion toward an individual or group that is placed on walls or elsewhere on the employer's premises or circulated in the workplace. Harassment can occur in the physical workplace, while employees are traveling for business or at employer-sponsored events or parties. Calls, texts, emails and social media usage by employees can constitute harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.

All complaints or information about sexual harassment, workplace harassment or discrimination will be investigated, led by the Risk and Compliance Office. Investigations will be conducted in a timely manner and will be confidential to the extent possible.

COMBATING SEXUAL HARASSMENT

Winrock is committed to maintaining a workplace free from sexual harassment.

What Is Sexual Harassment?

Sexual harassment is harassment on the basis of sex. Sexual harassment includes unwelcome conduct which is either of a sexual nature, or which is directed at an individual because of that individual's sex, when:

- *Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment, even if the reporting individual is not the intended target of the sexual harassment*
- *Such conduct is made either explicitly or implicitly a term or condition of employment*
- *Submission to or rejection of such conduct is used as the basis for employment decisions affecting an individual's employment*

A sexually harassing hostile work environment includes, but is not limited to, words, signs, jokes, pranks, intimidation or physical violence which are of a sexual nature, or which are directed at an individual because of that individual's sex.

Sexual harassment also consists of sexually explicit derogatory statements or sexually discriminatory remarks that are offensive or objectionable to the recipient, cause the recipient discomfort or humiliation, or interfere with the recipient's job performance. It includes any unwanted verbal or physical advances that are sexual in nature.

Sexual harassment also occurs when a person in authority tries to trade job benefits for sexual favors. This can include hiring, promotion, continued employment or any other terms, conditions or privileges of employment, and access to services. This is called "quid pro quo" harassment.

Anyone who feels harassed should report it so that any violation of this policy can be corrected promptly. Any harassing conduct, even a single incident, can be addressed under this policy.

Examples of Sexual Harassment

The following describes some of the types of acts that may be unlawful sexual harassment and are strictly prohibited:

- *Sexually oriented gestures, noises, remarks or jokes, or which create a hostile work environment*
- *Sexual or discriminatory displays or publications anywhere in the workplace, such as displaying pictures, posters, calendars, graffiti, objects, promotional material, reading materials or other materials that are sexually demeaning or pornographic. This includes such sexual displays on workplace computers or cell phones and sharing such displays while in the workplace.*
- *Unwanted sexual advances or propositions, such as:*
 - ▶ *Requests for sexual favors accompanied by implied or overt threats concerning the target's job performance evaluation, a promotion or other job benefits or detriments*
 - ▶ *Subtle or obvious pressure for unwelcome sexual activities*

- *Physical acts of a sexual nature, such as:*

- ▶ *Touching, pinching, patting, kissing, hugging, grabbing, brushing against another employee's body or poking another employee's body*
- ▶ *Rape, sexual battery, molestation or attempts to commit these assaults*

Who Can Be a Target of Sexual Harassment?

Sexual harassment can occur between any individuals, regardless of their sex or gender.

Winrock protects our workforce and beneficiaries; those employed by our partners, grantees, contractors and vendors; and those employed by companies contracting to provide services in the workplace.

Harassers can be a superior, a subordinate, a coworker or anyone in the workplace including an independent contractor, contract worker, vendor, client, customer or visitor.

Where Can Sexual Harassment Occur?

Prohibited sexual harassment is not limited to the physical workplace itself. It can occur while employees are traveling for business or at employer-sponsored events or parties. Calls, texts, emails and social media usage by employees can constitute harassment, even if they occur away from the workplace premises, on personal devices or during non-work hours.



Reporting Sexual Harassment

Preventing sexual harassment is everyone’s responsibility. Winrock cannot prevent or remedy sexual harassment unless it knows about it.

Any employee who has been subjected to behavior that may constitute sexual harassment is encouraged to report such behavior using any of the channels described in this Code: to a manager, Chief of Party, HR Lead or HR Manager, any member of the Executive Team, the Risk and Compliance Office or via Winrock’s Hotline, online or by telephone.

Anyone who witnesses or becomes aware of potential instances of sexual harassment should report such behavior to the same channels: a manager, Chief of Party, HR Lead or HR Manager, any member of the Executive Team, the Risk and Compliance Office or via Winrock’s Hotline, online or by telephone.

All managers who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior, or for any reason suspect that sexual harassment is occurring **are required** to report such suspected sexual harassment to the Risk and Compliance Office.

All complaints or information about sexual harassment, workplace harassment or discrimination will be investigated, led by the Risk and Compliance Office. Investigations will be conducted in a timely manner and will be confidential to the extent possible.

ACCOMMODATION POLICY

The Americans with Disabilities Act (ADA) and the ADA Amendments Act (ADAAA) are U.S. federal laws that require employers to not discriminate against candidates and employees with disabilities and, when needed, to provide reasonable accommodations to candidates and employees who are qualified for a job, with or without reasonable accommodations, so that they may perform the essential job duties of the position. Winrock follows these laws globally, wherever we work.

Winrock complies with all U.S. federal and state laws concerning the employment of persons with disabilities and acts in accordance with regulations and guidance issued by the EEOC. Winrock will not discriminate against qualified individuals with disabilities in all phases of employment, including, but not limited to, recruiting, employment, placement, promotion, transfer, demotion, reduction of workforce and termination, rates of pay or other forms of Winrock-sponsored employee activities.

Winrock will reasonably accommodate qualified individuals with a disability so that they can perform the essential functions of a job unless doing so causes a direct threat to these individuals or others in the workplace and the threat cannot be eliminated by reasonable accommodation; or if the accommodation creates an undue hardship to Winrock.

When a job candidate with a disability requests an accommodation and can be reasonably accommodated without creating an undue hardship or causing a direct threat to workplace safety, the individual will be given the same consideration for employment as any other candidate.

Key Definitions

Disability: A physical or mental impairment that substantially limits one or more major life activities of the individual, a record of such an impairment or being regarded as having such an impairment.

Major life activities: A term that includes caring for oneself, performing manual tasks, seeing, hearing, eating, sleeping, walking, standing, lifting, bending, speaking, breathing, learning, reading, concentrating, thinking, communicating and working.

Substantially limiting: In accordance with the ADAAA regulations, the determination of whether an impairment substantially limits a major life activity requires an individualized assessment, and an impairment that is episodic or in remission may also meet the definition of disability if it would substantially limit a major life activity when active.

Direct threat: A significant risk to the health, safety or well-being of individuals with disabilities or others when this risk cannot be eliminated by reasonable accommodation.

Qualified individual: An individual who, with or without reasonable accommodation, can perform the essential functions of the employment position that such individual holds or desires.

Essential functions of the job: Those job activities that are determined by the employer to be essential or core to performing the job; these functions cannot be modified.

Reasonable accommodation: Any changes to the work environment and may include: making existing facilities readily accessible to and usable by individuals with disabilities, job restructuring, part-time or modified work schedules, telecommuting, reassignment to a vacant position, acquisition or modification of equipment or devices, appropriate adjustment or modifications of examinations, training materials or policies, the provision of qualified readers or interpreters where budget allows, and other similar accommodations for individuals with disabilities.

Undue hardship: An action requiring significant difficulty or expense by the employer. In determining whether an accommodation would impose an undue hardship on a covered entity, factors to be considered include:

- *The nature and cost of the accommodation*
- *The overall financial resources of the facility or facilities involved in the provision of the reasonable accommodation, the number of persons employed at such facility, the effect on expenses and resources or the impact of such accommodation on the operation of the facility*
- *The overall financial resources of the employer; the size, number, type and location of facilities*
- *The type of operations of the company, including the composition, structure and functions of the workforce; administrative or fiscal relationship of the facility involved in making the accommodation to the employer*



DRUG-FREE WORKPLACE

In compliance with the U.S. Drug-Free Workplace Act of 1988, Winrock has a longstanding commitment to provide a safe, quality-oriented and productive work environment, wherever we work globally. Alcohol and drug abuse pose a threat to the health and safety of Winrock employees and to the security of Winrock's equipment and facilities. For these reasons, Winrock is committed to the elimination of drug and alcohol use and abuse in the workplace.

Employees should report to work fit for duty and free of any adverse effects of illegal drugs or alcohol. This policy does not prohibit employees from the lawful use and possession of prescribed medications. Employees must, however, consult with their doctors about the medications' effect on their fitness for duty and ability to work safely, and they must promptly disclose any work restrictions to their manager.

Key Work Rules:

1. Whenever an employee is present on Winrock premises or is conducting Winrock-related work offsite, they are prohibited from:
 - Using, possessing, buying, selling, manufacturing or dispensing an illegal drug (to include possession of drug paraphernalia)
 - Being under the influence of alcohol or an illegal drug as defined in this policy
 - Consuming alcohol, unless as part of a Winrock-approved event; any alcohol consumed at such an event must be consumed responsibly

2. Whenever any employee is operating any Winrock and/or project vehicle, they are prohibited from:
 - Using, possessing, buying, selling, manufacturing or dispensing an illegal drug (to include possession of drug paraphernalia)
 - Being under the influence of alcohol or an illegal drug as defined in this policy
 - Consuming alcohol
3. The presence of a detectable amount of any illegal drug or illegal controlled substance in an employee's body while performing Winrock business or while in a Winrock facility is prohibited.
4. Winrock will not allow employees to perform their duties while taking prescribed drugs that are adversely affecting their ability to safely and effectively perform their job duties. Employees taking a prescribed medication must carry it in a container labeled by a licensed pharmacist or be prepared to produce the container if asked.
5. Any illegal drugs or drug paraphernalia will be turned over to an appropriate law enforcement agency and may result in criminal prosecution.

What If?



Q: *One of my colleagues has been acting differently. Normally friendly and very social, he's been withdrawn, distracted and barely speaks to anyone. And he has missed several team meetings recently, which is very unusual. Should I keep this to myself?*

A: No. Even if these changes are temporary, it is perfectly appropriate to ask if everything is OK. If you are not comfortable reaching out to him directly, let your manager know about the change so they can follow up or offer support through our Employee Assistance Program.

Employee Assistance

Winrock will assist and support employees who voluntarily seek help for drug or alcohol problems before becoming subject to discipline or termination under this or other Winrock policies. Such employees will be allowed to use accrued paid time off, placed on leaves of absence, referred to treatment providers and otherwise accommodated as required by law.

Employees may be required to document that they are successfully following prescribed treatment and to take and pass follow-up tests if they hold jobs that are safety-sensitive or require driving, or if they have violated this policy previously.

Inspections

Winrock reserves the right to inspect all portions of its premises for drugs, alcohol or other contraband. All employees may be asked to cooperate in inspections of their persons, work areas and property that might conceal a drug, alcohol or other contraband. Employees who possess such contraband or refuse to cooperate in such inspections are subject to appropriate discipline, up to and including discharge.





Crimes Involving Drugs

Winrock prohibits all employees from manufacturing, distributing, dispensing, possessing or using an illegal drug in or on Winrock premises or while conducting Winrock business. Winrock employees are also prohibited from misusing legally prescribed or over-the-counter (OTC) drugs. Law enforcement personnel may be notified, as appropriate, when criminal activity is suspected.

Winrock does not intend to intrude into the private lives of its employees but recognizes that employees' off-the-job involvement with drugs and alcohol may have an impact on the workplace. Therefore, Winrock reserves the right to take appropriate disciplinary action for drug use, sale or distribution while off Winrock premises.

All employees who are convicted of, plead guilty to or are sentenced for a crime involving an illegal drug are required to report the conviction, plea or sentence to the HR Lead or HR Manager within five calendar days of the conviction/plea. Failure to report may result in automatic discharge.

Key Definitions

Winrock premises: Includes all buildings, offices, facilities, grounds, parking lots, lockers, places and vehicles owned, leased or managed by Winrock or any site on which the company is conducting business.

Illegal drug: A substance whose use or possession is controlled by U.S. federal or other law but that is not being used or possessed under the supervision of a licensed health care professional. (U.S. controlled substances are listed in Schedules I-V of 21 C.F.R. Part 1308.)

Under the influence of alcohol: Actions, appearance, speech or bodily odors that reasonably cause a supervisor to conclude that an employee is impaired because of alcohol use.

Under the influence of drugs: A confirmed positive test result for illegal drug use per this policy. In addition, it means the misuse of legal drugs (prescription and possibly OTC) when there is not a valid prescription from a physician for the lawful use of a drug during medical treatment (containers must include the patient's name, the name of the substance, quantity/amount to be taken and the period of authorization).

WORKPLACE VIOLENCE PREVENTION POLICY

Winrock is committed to preventing workplace violence and to maintaining a safe work environment. Winrock has adopted the following policy to address intimidation, harassment or other threats of or actual violence that may occur onsite or offsite.

For the purpose of this policy, "workplace violence" is defined as including, but not limited to:

- Physical violence or acts of aggression toward or by another person
- Physical violence or acts of aggression toward Winrock property or personal property on Winrock premises
- Threats of violence or acts of aggression, whether direct, indirect (veiled) or conditional
- Behavior that acts to intimidate or to instill fear in others
- Menacing gestures
- Bringing, or threatening to bring, weapons to the workplace
- Stalking
- Hostile, aggressive, injurious and/or destructive actions undertaken for the purpose of domination or intimidation

Prohibited Conduct

All employees, volunteers, beneficiaries, partners, vendors and donors should be treated with courtesy at all times. Be aware:

- Employees are expected to refrain from fighting, "horseplay" or other conduct that may be dangerous to others. Conduct that threatens, intimidates or coerces another employee, volunteer, beneficiary, partner, vendor and/or donor will not be tolerated.
- Winrock employees may not carry or possess weapons or ammunition while on assignment.
- Winrock resources may not be used to threaten, stalk or harass anyone at or outside the workplace.



Take Action



Indirect or direct threats of violence, incidents of actual violence and suspicious individuals or activities should be reported as soon as possible to those channels identified in the Reporting Policy, and/or the Security Focal Point or Global Safety and Security. It is important that Winrock is made aware of any potential danger in the workplace as early as possible to ensure proper measures can be implemented to enhance employee safety and security.

When reporting a threat or incident of violence, employees should be as specific and detailed as possible. Employees should not place themselves in peril, nor should they attempt to intercede during an incident.

Employees should promptly inform the HR Lead or HR Manager of any protective or restraining order that they have obtained that lists the workplace as a protected area.

Employees are encouraged to report safety concerns about intimate partner violence. Winrock will not retaliate against employees making good-faith reports. Winrock is committed to supporting victims of intimate partner violence by providing referrals to Winrock's employee assistance program and community resources and providing time off for reasons related to intimate partner violence.



GLOBAL SAFETY AND SECURITY

Prioritizing the safety and security of each employee and every volunteer, intern and partner who work on behalf of Winrock is integral to our work culture and environment. Winrock is committed to minimizing safety and security risks and ensuring our workforce is provided the information, support and training to reduce risk exposure while maximizing the impact of our work.

Safety and security are responsibilities shared by both the Winrock workforce and the organization. Winrock operates in every country, especially higher-threat countries, under two guiding principles:

- Our commitment to keep our workforce safe and secure
- Our commitment to execute projects effectively to contribute to meaningful development

Winrock's Global Safety and Security (GSS) department proactively addresses the security needs of our workforce and projects by:

- Monitoring the global security and safety environment
- Providing advice and guidance to mitigate developing threats
- Responding to incidents
- Integrating security into the project life cycle, beginning with the design of each proposal

It is critical that each member of Winrock's workforce understand and manage the health, safety, and security risks when working in some of the least-developed countries, hostile and post-conflict situations, and most remote areas in the world.

- Every employee and member of Winrock's workforce has an obligation to learn and understand the context and security issues where they are located. Each must adhere to all pertinent policies and plans concerning safety and security and will be accountable for their actions.
- Each employee has the right to withdraw from or refuse to take a work assignment or travel in an area due to safety and security concerns.
- Winrock has the right to suspend activities or withdraw employees from situations that it considers to be too dangerous.
- An employee does not have a right to remain in a location if they have been instructed to withdraw from it by an authorized Winrock representative.

Effective safety and security management for Winrock is a leadership function. Managers at each tier of the organization are responsible and accountable for ensuring that safety and security policies, standards, plans and procedures are well-integrated into the Winrock project life cycle. All employees and volunteers must follow the directions and guidance of the Director of GSS, who is the ultimate authority on safety and security issues.

Winrock managers have an obligation to ensure that risks to employees are identified and managed, and that employees receive the support, resources, information and training they need to reduce any risk exposure. Learn more about our [Safety and Security Policy](#) here.

Environmental Stewardship

In addition to the work we do to address some of the world's most complex environmental challenges, we recognize the responsibility we have as an organization to promote sustainability and minimize damage to the environment within our own operations.

We operate in full compliance with – and provide complete and accurate information in response to – environmental health and safety laws and regulations that apply to us, in the countries where we operate.

Take Action



- Carry out your job responsibilities in an environmentally responsible manner. Be proactive and look for ways to minimize waste, energy and use of natural resources in your day-to-day work.
- Know and follow any environmental requirements that apply to your job, complete any required training and immediately report any situation that could pose a risk to the environment.
- Contact your manager or the Risk and Compliance Office if you have any questions about compliance with environmental health and safety laws or policies.





COMMUNICATING ON BEHALF OF WINROCK

Winrock is committed to maintaining honest, professional, nonpartisan and lawful internal and public communications. Winrock must project a consistent voice when providing information to the public and to our funders. It is important that only authorized people speak on behalf of Winrock.

Communications with U.S.-based media outlets should be referred to and approved by Winrock's Director of Communications, while in-country contact with media should be handled by the Project Communications Lead, contingent on the approval of the Chief of Party, Project Director, or designated Winrock representative. Prior approval for contact with media may also be required by funders of Winrock projects, depending on the terms of the project's communications strategy and/or the project's branding and marking plan.

Typical project content/deliverables like success stories, quarterly and annual reports, final project reports, case studies, news announcements about routine project activities (such as launch events, calls for grant applications, events with project partners, workshops or similar) may not be published or shared externally without approval from the Chief of Party or designated Winrock representative. Prior approval for external publication of project content may also be required by funders, depending on the terms of the project's communications strategy and/or the project branding and marking plan.

Any news articles, news releases, opinion pieces, editorials, or blogs or other content developed or proposed by Winrock staff should be authorized by their direct supervisor, senior director and / or associate vice president of the program group, as well as cleared by Winrock's Director of Communications or designated representative.

Requests for project-specific content to be published on Winrock's website should be submitted to the Winrock home office Communications team, after the review and approval of the project's Chief of Party, assigned program officer or unit director.

To maintain a high level of visual quality and consistency across all Winrock work and enable any project to generate and retain content with the highest potential, Winrock's Director of Communications or designated representative must be consulted before any media contractor or supplier is hired for work costing US \$5,000 or more.

All photos used in reports and communications require the documented consent of the subjects. Information about photo release forms can be found on the Communication department's WinShare page. For children involved in Winrock-led activities, a special form that provides permission, and includes a photo release choice, should be used. For information on use of digital consents via Smartwaiver, contact the home office Communications team. For assistance or further information about consent forms, please reach out to the Communications team.

In social media or any other communications on behalf of Winrock or as a Winrock employee (e.g., by using Winrock's email system) employees should not:

- Write articles for professional journals or other high profile public communications that relate to Winrock without prior supervisor approval and Director of Communications approval
- Use their title or affiliation outside of work without being clear that the use is for identification only
- Accept invitations to speak "off the record" to journalists who ask for information about Winrock, its funders or business partners

Establishment of project- or program-specific Winrock websites must be authorized by the Chief of Party, Project Director or senior director, and, if applicable, cleared by the project funder per any relevant branding and marking plan and/or communications plan, before requesting website development support from the Communications team. For questions about website establishment please contact Winrock's web development manager.

What If?



Q: *A friend forwarded an email to me from someone who looked at our website and made an unflattering comment about a project I am working on. I am sure I can respond in a way that is respectful and will set the record straight, but I am not authorized to speak for Winrock. What should I do?*

A: While it may be tempting to respond directly, it is best to forward the email to our Communications Team. They will determine the most appropriate action to take.

Take Action



If you receive a request for comment or for an interview from a member of the media, before accepting, notify your supervisor, Winrock's Director of Communications, the Project Communications Lead and Chief of Party immediately. This includes requests from websites, blogs, podcasts and other forms of media, in addition to inquiries from traditional media such as TV, radio and newspapers.

If you see media coverage about your project, please send it to the [Communications Team](#) and alert your Project Communications Lead and Chief of Party. For any questions about what constitutes proper design or branding, or for communications assistance, contact the [Communications Team](#).

If you have a speaking role at a significant external event, please ensure you have proper approval (e.g., from the Chief of Party) and notify the Communications Team.



USE OF THE WINROCK NAME AND LOGO

Winrock's identity is vital for name recognition, visual identification and projecting a unified and positive image. All uses of the name and logo must comply with the [Identity System Guidelines](#), which provide for the consistent and unified use of Winrock's name and logo, maintain the Winrock look, ensure correct use of the logo and logotype and provide customized templates.

The Winrock logo cannot be used on personal social media profiles, blogs or other platforms intended for personal use. Outdated versions of the Winrock logo and/or logotype should be deleted from files and replaced in all materials (including office signs and vehicle labels) with the formats shown in the [Identity System Guidelines](#). Replace old Winrock logos wherever they appear on printed and electronic forms, standard documents and business cards.

For additional assistance, contact the Communications Team, which can also provide guidance and support with technical information and associated files for printers and other outside vendors.

COMMUNITY SUPPORT

Beyond the programs and projects that are intrinsic to who we are as an organization, we also believe in making a positive impact in the communities where we live and work. As an organization, we encourage employees to make a difference on a personal level too, by supporting charitable and civic causes that are important to them.

In any of your volunteer activities outside of work, be sure:

- *Your actions are lawful and consistent with our policies.*
- *You are participating on your own time and at your own expense.*
- *You make it clear that your personal views and actions do not represent Winrock's.*
- *You do not pressure colleagues to participate in your personal charitable or volunteer activities.*
- *You do not use Winrock funds, assets or the Winrock name to further your personal volunteer activities unless you receive approval in advance.*

USE OF SOCIAL MEDIA

Personal Accounts

All employees, volunteers and other Winrock workers are invited (but not required) to share their expertise and passion for their Winrock work on their personal social media. If you participate in social media however, even under an alias, do not give the impression that you are speaking on behalf of Winrock unless you have express permission.

You should not create personal social media accounts using Winrock email or which use Winrock's information systems. You have no reasonable expectation of privacy when using Winrock systems.

Official Winrock Sites

Any social media account, blog or website created on behalf of Winrock or any Winrock project must secure prior assistance and approval from the Director of Communications. For posting on these sites, Winrock employees may submit proposed social media content such as text, photos, captions, videos and links to the Communications team via email for consideration; if approved, the content will be posted by the Communications Team on Winrock social media accounts.

Keep It Civil and Appropriate

You are prohibited from using social media (personal or Winrock social media accounts) to post or display comments about Winrock, its work and its workforce that:

- *Are vulgar, obscene, threatening or intimidating*
- *Share confidential or proprietary Winrock information*
- *Are a violation of Winrock's workplace policies against discrimination, harassment or unprofessional conduct*

Be aware of any security or competitive risks associated with use of social media. If in doubt, do not share your location or any information that could be used to determine your location. If you are traveling for business development, avoid disclosing information that might alert competitors of new business efforts. Do not post any information that could be used to identify or locate vulnerable individuals or groups that could be at-risk of retaliation, exploitation or abuse.

If you believe a false statement about Winrock has been posted, do not post or share non-public information, even if your intent is to "set the record straight." Your posting might be misinterpreted, start false rumors, or be inaccurate or misleading. Contact the Head of Communications, your Project Lead for Communications, Chief of Party or the [Communications Team](#).

Review by Winrock

This Code of Conduct, including the Anti-Harassment and Anti-Discrimination Policy, applies to employee behavior within social media and in public online spaces. Winrock may review and address inappropriate postings on personal social media that relate to Winrock or other staff.

No Political Statements as Winrock

You may not post political statements on behalf of Winrock or speak out in favor of (or against) candidates running for office (see the Anti-Electioneering Policy). If, from your post on social media, it is clear you are an employee of Winrock, or if you mention Winrock and you express a political opinion or electioneer, the post must specifically note that the opinion expressed is your personal opinion and not Winrock's position. This is necessary to preserve Winrock's goodwill in the marketplace, as well as to preserve Winrock's public charity status. Use a disclaimer such as "Opinions are my own and not the views of my employer."

Take Action



Most donors or funders prohibit Winrock projects from creating social media accounts. If your project is required to create a profile, contact the [Communications Team](#) or the Director of Communications for immediate assistance.





INTELLECTUAL PROPERTY — OWNERSHIP AND PROTECTION

Across our global portfolio, Winrock and its employees design solutions for sustainable impact.

Winrock has legal rights to work products and materials created by employees when acting within the scope of their employment. These may take the form of copyrights, trademarks, trade secrets or patents.

In the absence of agreement to the contrary, materials developed or conceptualized, written, designed, drawn, painted, photographed, constructed, installed or otherwise produced by employees within the scope of their employment are the sole property of Winrock.

Since an employee's work will generally be presumed to have been created within the scope of employment, employees and their managers are responsible for having a clear understanding regarding the ownership of work products created outside the normal scope of work. Any exception or questions regarding ownership of work products must be reviewed and/or approved by the Risk and Compliance Office before beginning work on such materials.

To protect its interest in data products and software, Winrock may use appropriate patent or copyright registrations and notices, confidentiality agreements and database security measures. Such notices will be incorporated as needed into software or data products. Employees transmitting them to grantees, contractors or other outside parties are responsible for obtaining appropriate authorizations, including appropriate contractual protections, and clearly communicating any conditions or limitations on usage.



USE AND PROTECTION OF WINROCK PROPERTY AND SYSTEMS

To conduct business, Winrock provides its employees with a variety of Winrock-owned business property, including business equipment such as computers (desktops and laptops), cell or smart phones, office telephones, fax machines, copiers, tools, vehicles, boats and other types of property. Winrock also provides its employees with access to technology and information systems, such as email, internet, intranet and telephone systems, which contain Winrock business information.

All Winrock-owned property and systems provided to employees is provided for business purposes and should be used in a professional and business-like manner at all times. The following are prohibited uses of all types of Winrock-owned property and systems, including email and telephone systems:

- *Any illegal use*
- *Use for personal gain or profit*
- *Endorsement of for-profit products or services*
- *Supporting or opposing a candidate for public office or a political party*
- *Visiting pornographic or obscene websites and/or retaining or transmitting pornographic or obscene material*
- *Installing unlicensed software on equipment or systems or violating the terms of a software license*
- *Deliberately or negligently disrupting the operation of any Winrock technology or information system*
- *Harassing, intimidating or threatening coworkers or third parties*
- *Personal use of Winrock-owned property and systems must be limited.*

Winrock may access its computer and electronic communications systems and obtain communications and information within the systems, without notice to users of the system, in the ordinary course of business when Winrock deems it appropriate to do so. Winrock also may inspect or monitor without advance notice any devices employees use to access Winrock's computer and electronic communications systems, including but not limited to computers, laptops, notebooks, tablet computers or mobile devices. As a result, and as allowed by law, employees should not expect that use of Winrock's computer or electronic communications systems entitles them to any expectation of privacy in anything that they access, view, create, store, transmit or receive on or through Winrock's computer or electronic communications systems, including any personal messages.

Employees shall promptly return all Winrock-owned property at the time of separation from employment with Winrock or as otherwise requested by their supervisors. Technology equipment assets should be sent to IT for proper disposal/wiping. Employees accessing and/or storing Winrock information and using Winrock systems on personally owned devices shall return or delete all requested business-related content (including but not limited to email, software, data and other proprietary information) upon request of their supervisor.



Remote Working

Although more employees are working remotely than ever before, our responsibilities to Winrock remain the same. No matter where we are working — at home, in a café or anywhere else in the world — we have a duty to maintain our organization’s high standards and follow our policies.

If you work remotely, always do what is expected of you. Protect any Winrock assets that are in your care, including technology, hardware and information. Follow the same practices and put in the same number of hours and level of effort you would in an office setting. Be sure you are available to your colleagues during regular work hours and do what is right and required, even without direct supervision.

Artificial Intelligence

Digital technologies, including Artificial Intelligence (AI), Machine Learning (ML), Deep Learning (DL) and Generative AI, are offering new inroads for innovating products, services, enhancing customer interactions and, in the process, reshaping every industry. We seek to take advantage of the opportunities and new ways to work that these technologies offer, but must ensure anything we use, design or develop does not expose our organization to legal, regulatory or reputational risk or breach our confidential information, our intellectual property or the privacy of donors, beneficiaries, employees, partners, vendors and service providers.

As AI and other applications emerge, we are committed to:

- *Using them responsibly, ethically and in compliance with all applicable laws and regulations as well as our own policies*
- *Protecting both proprietary information and personal information*
- *Maintaining the integrity of our work product by verifying any AI output to ensure its accuracy and checking for any false citations or outdated or unreliable information*
- *Not using AI output as the basis for decisions we make on behalf of Winrock or as a substitute for good judgment*
- *Mitigating any potentially unfair or improperly biased outcomes that could violate our policies or procedures related to privacy, discrimination or accessibility*
- *Never inputting any Winrock data into a Generative AI engine or system without the review and written approval of Information, Communication and Technology (ICT) officer*
- *Protecting our intellectual property rights or the intellectual property rights of others*
- *Requiring our suppliers and other business partners to also commit to the responsible and ethical use of AI*

If you have questions about the responsible use or creation of AI or other digital technologies as part of your work with Winrock, contact the ICT officer.

PRIVACY AND PERSONAL DATA PROTECTION

Winrock is dedicated to protecting the personal data of our donors, beneficiaries, employees, partners, vendors and service providers from unauthorized access, use, disclosure, modification or loss. Winrock has established the global Privacy and Personal Data Protection Principles (“**Principles**”) to guide Winrock employees worldwide on the underlying core principles that apply to the collection, use and disclosure of Personal Information in the course of Winrock’s operations and in accordance with law and regulation in the jurisdictions where Winrock operates.

Notice

When appropriate and in accordance with applicable law, Winrock will strive to provide individuals with informed and meaningful notice of its privacy practices. Appropriate notices include those provided on Winrock’s website at Winrock.org and notices provided for staff. Notices should include the following:

- *The types of Personal Information collected*
- *The purposes for which Personal Information is collected*
- *How Personal Information may be used*
- *Whether Personal Information will be disclosed to third parties*
- *Any choices offered to individuals regarding the use of their Personal Information*
- *How to contact Winrock with privacy inquiries or complaints*

Choice

Where required by applicable law or otherwise deemed reasonable and appropriate, Winrock will strive to provide individuals with choices regarding its collection, use and disclosure of Personal Information about them and/or tracking technology that can be used to track them or their device. Choice will be presented in a form that is appropriate based on the circumstances and applicable law. Special attention may need to be paid when Sensitive Personal Information is involved, as explicit consent may be required under some circumstances.

Data Integrity and Access/Correction

Winrock asks that employees help it maintain accurate, complete and current Personal Information, and inform Winrock in case of changes to their Personal Information. Winrock also takes reasonable steps to maintain accurate, complete and current Personal Information, as required, to accomplish the purpose(s) for which it was collected and used. Winrock generally allows individuals to request reasonable access to their Personal Information to verify and correct it. In some instances, Winrock may deny such requests, consistent with applicable law.





Collection and Use

Employees must strive to collect and use Personal Information only through means that are lawful and fair and use Personal Information only for purposes that are stated in Winrock’s privacy notices, applicable to them, or that can be reasonably understood by reasonable individuals from the context. Winrock requires consent of beneficiaries whose data we collect. Employees should thoughtfully consider information collection practices and limit collection to only that information that is relevant and reasonably necessary to accomplish the intended purposes.

Disclosure

Winrock takes reasonable steps designed to ensure that Personal Information is only disclosed to third parties for legitimate business reasons.

When retaining a service provider that will receive Personal Information, employees (who are authorized to engage such service providers) should take reasonable steps designed to ensure that those service providers use Personal Information only as instructed by Winrock and properly protect the Personal Information consistent with the sensitivity of the Personal Information.

Winrock also uses technical and organizational security measures designed to limit access to and processing of Personal Information to authorized Winrock personnel, partners and service providers who require access for the performance of their obligations to Winrock and in accordance with the purpose(s) for which it was collected.

Transfers and Storage

When sharing information cross border, Winrock will seek to make such transfer of Personal Information in accordance with local laws of:

- *the country from which the data is being transferred*
- *the country to which the data is being transferred*

Winrock’s Data Classification Policy (in this Code) and Data Classification Standard Operating Procedure describe how Winrock is to store, transfer and destroy personal data.

Retention

Winrock has a Records Management Policy designed to retain Personal Information only as long as is necessary for the purpose(s) for which it was collected and used and securely dispose of it when it is no longer needed.

Recording Conversations in the Workplace

Unauthorized electronic surveillance of employees is disruptive to morale and is inconsistent with the respectful treatment required of our employees. For this reason, no employee may record the conversation of another employee without their full knowledge and consent.

No employee may record, by any means, a conversation with another employee unless all of the following criteria are met:

1. A legitimate business purpose for the recording
2. A recording device in plain view
3. Verbal or written authorization from all parties present

A violation of this provision may result in disciplinary action, including termination.

This provision does not apply, however, to Teams and Zoom calls for training or informational purposes as long as the moderator notifies employees about the recording so employees can choose to leave the meeting or to turn off their camera and mic.

Security

Winrock strives to protect Personal Information through appropriate administrative, technical, physical and contractual safeguards designed to prevent unauthorized access to, or use or disclosure of, Personal Information. Winrock requests that service providers who process Personal Information on its behalf agree to undertakings that require them to implement appropriate security measures to safeguard this Personal Information.

ICT and other appropriate Winrock staff will respond to reports of incidents in accordance with Winrock’s incident response plan.

Enforcement and Compliance

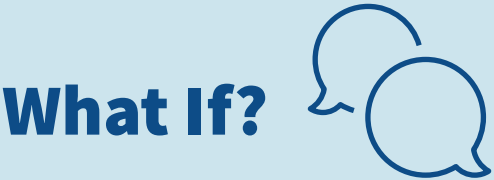
Winrock provides training on the proper processing and protection of Personal Information as part of the onboarding and compliance training provided to relevant Winrock personnel. In conjunction with the ICT Department, the Compliance Office is tasked with the monitoring of compliance with these Principles and updating these Principles, as needed.

The [Winrock Service Desk](#), or the Risk and Compliance Office, respond to questions or complaints regarding Winrock’s handling of Personal Information.

Key Definitions

Personal Information: Any information that identifies an individual or can reasonably be used to identify an individual. Such information is likely classified as Internal or Confidential under the Data Classification Policy and should be managed per that Policy and related Procedure.

Sensitive Personal Information: Personal Information that requires an extra level of protection and a higher duty of care based on applicable law. Examples of Sensitive Personal Information include: credit card or bank account number, social security number, information on medical or health conditions, racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership, sexual preferences or information related to offenses or criminal convictions. Such information is likely classified as Confidential or Highly Confidential under the Data Classification Policy and should be managed per that Policy and related Procedure.



Q: *I received a request from one of our donors for a list of employees and their contact information to send them a holiday greeting. This is a person I trust – is it OK to provide the list?*

A: No. Our employees have the right to determine how their Personal Information is used. You may not share their information unless you have obtained proper approval from each to do so.



DATA CLASSIFICATION POLICY

Winrock's data, information and knowledge, including its intellectual property, other confidential information and information that others provide us (Winrock Information), is an important asset. Our funders, donors, employees, consultants, beneficiaries and volunteers expect, and some laws require, that we protect certain types of confidential Winrock Information, including personal information.

This Data Classification Policy describes the several types or classifications of Winrock Information, and for each classification, the appropriate collection, storage, transfer and destruction, including data handling and security protections, which must be used based on the sensitivity of the information.

Individual obligations

All of Winrock's workforce (each employee, Board member, volunteer, intern and fellow, partner, subcontractor and consultant) is required to ensure that Winrock Information is appropriately handled and protected. Winrock's workforce must comply with this policy and manage the information based on the applicable classification.



Data Classifications

Winrock classifies Information into four types:

- **Public:** Information that is or has been made freely available outside of Winrock or is intended for public use. Examples: information on winrock.org, marketing, social media campaigns
- **Internal:** Data that is not classified as Confidential or Highly Confidential, but is valuable to the organization; unauthorized disclosure would cause minimal damage and would not result in material financial loss or serious damage to the reputation. Examples: employee name and contact information, Winrock policies and manuals, training materials, Winrock-wide All Staff emails

- **Confidential:** Sensitive information for which unauthorized use or disclosure could result in serious damage including negative financial outcomes, loss of trust, damage to our reputation, regulatory penalties, civil complaints or a strategic disadvantage for Winrock. Examples: budgets, proposals, project data that is not shared publicly, contracts, audit report
- **Highly Confidential:** Highly sensitive information that Winrock has a legal or regulatory obligation to protect from unauthorized use or disclosure, or for which unauthorized use or disclosure could result in severe or catastrophic damage including financial impacts, loss of trust, damage to the reputation, regulatory penalties, civil or criminal complaints or a significant strategic disadvantage.

Examples: Personal Information such as name plus bank account or government identification number, employee medical or health information, beneficiary personal and confidential data, internal strategic analyses for new business, passwords

- **Attorney-Client Privileged:** Confidential and privileged information between Winrock and its counsel.

These classifications apply to data, information, knowledge or records in any form (written, electronic or verbal) that Winrock creates, receives, manages or collects.

Information Handling

The following table describes, at a high level, how information within the different classifications is handled to ensure the proper level of confidentiality and protection. Click [here](#) for the Data Classification Procedure with more detailed information regarding the categories, examples, transmission, storage and other handling requirements. The Highly Confidential classification presents the most risk to Winrock and must be handled with utmost care.

	Public	Internal	Confidential	Highly Confidential	Attorney-Client Privileged
Examples of where Information might be located (not comprehensive)	• External Website winrock.org • Email, phone, text, social media	• Intranet WinShare • Email to WI staff only • All access Teams sites	• SharePoint Protected Collab or One-Drive • Limited access Team sites	• SharePoint Protected Collab or One-Drive • Limited access Teams sites	• SharePoint Protected Collab or One-Drive • Limited access Teams sites
Where to store digital copies	• Any approved Winrock platform	• Any approved Winrock platform	• Any platform with limited and controlled access • No removable media	• Any platform with limited and controlled access • No removable media	• Any platform with limited and controlled access • No removable media
Whether to encrypt while transmitting	• Not required	• Not required	• Not required but recommended	• Required	• Required
How to store hard copies	• Store anywhere	• Store anywhere within the office (not in a public place)	• Store with a level of security, such as in office cube/drawer	• Store in locked files	• Store in locked files
How to destroy	• Any way acceptable	• Office trash/ professional recycle OK	• Shred or burn physical copies; contact the Service Desk for purging of electronic files	• Shred or burn physical copies; contact the Service Desk for purging of electronic files	• Shred or burn physical copies; contact Service Desk or Risk and Compliance Office for purging of electronic files



Commitment to Stakeholders



Across our global portfolio, Winrock designs solutions for sustainable impact by being:

- **Results-Focused:** We measure our success in terms of impact by delivering direct, demonstrable results.
- **Human-Centered:** Our solutions are developed and sustained by the people they are designed to serve.
- **Science-Based:** We apply the best available science to solve development problems. When key evidence is missing, we conduct our own research to find it.
- **Market-Driven:** Our solutions are rooted in long-term economic viability. We provide business training as well as access to markets and finance in the communities we serve.

Our solutions require us to act with integrity and respect to achieve sustainable impact.

COMBATING TRAFFICKING IN PERSONS AND PROTECTION FROM SEXUAL EXPLOITATION AND ABUSE (PSEA)

Trafficking in persons is a global problem and millions of adults and children around the world are trafficked due to the rising demand for cheap labor and prostitution. Winrock acknowledges that it works in environments that are at a high risk for trafficking in persons and is taking steps to prevent it from occurring in our own work and in any of our work with local partners.

Winrock aims to avoid, prevent and detect any trafficking in persons associated with the provision or procurement of supplies or services under any U.S. government contract, grant or cooperative agreement, as well as to promptly address any allegations received.

All Winrock representatives, including international and domestic, regular full-time and part-time staff, interns, contractors and volunteers, are responsible for promoting respect for fundamental human rights, social justice, human dignity and the rights of all people to exist free from fear and stigma. In connection with these principles, Winrock maintains a zero-tolerance policy for sexual exploitation and abuse of the populations it serves by any Winrock representative. Reports of trafficking may be made through the Global Human Trafficking Hotline at 1-844-888-FREE and [on the website](#).

Prohibited Conduct

Employees shall not engage in any acts that directly support or advance trafficking in persons, in the performance of any contract, grant or cooperative agreement anywhere in the world, whether as a prime contractor, prime recipient or subcontractor, or sub-recipient, including:

- Any form or manner of coercion, debt bondage, forced labor or involuntary servitude regarding any attempted or actual trafficking in persons
- Engaging in sex trafficking in which a commercial sex act is induced by force, fraud or coercion, or in which the person induced to perform is less than 18 years of age
- Recruiting, harboring, transporting, transferring, providing or obtaining a person for involuntary or forced labor or services through the use of fraud, coercion or actual or threatened force
- Any commercial sex acts in connection with their work
- Sexual exploitation and abuse in all forms
- Procuring commercial sex acts
- Destruction, concealment, confiscation or otherwise denial of employee's access to the employee's identity or immigration documents, such as passports or drivers' licenses
- Deliberate use of any misleading or fraudulent practices during the recruitment of employees or offer of employment, such as misleading information about recruitment costs or about the hazardous nature of the work to be performed in another country
- Deliberate use of recruiters that does not comply with local labor laws of the country in which the recruiting takes place
- On its own or through recruiters, using misleading statements or fraudulent practices to recruit prospective employees, including materially misrepresenting terms and conditions of employment such as wages and fringe benefits, work location, living conditions, housing costs provided or arranged by any significant costs to be incurred by the employee, or failing to disclose hazardous conditions of the work to be performed
- Failing to provide legally or contractually required return transportation, or payment for the cost of such return transportation upon the end of employment for an employee who was brought by or on behalf of Winrock into another country for the purpose of work
- Failing to provide or pay for the cost of return transportation after the end of an assignment when legally required
- Providing or arranging housing that fails to meet the host country housing and safety standards
- Failing to provide a legally and contractually compliant employment contract, recruitment agreement or other work document in writing, if required by law of the country or contract
- Charging employees recruitment fees





Key Definitions

Prostitution: Procuring or providing any commercial sex act and the “practice of prostitution” has the same meaning.

Sex trafficking: The recruitment, harboring, transportation, provision or obtaining of a person for the purpose of a commercial sex act.

Sexual exploitation: Any actual or attempted abuse of a position of vulnerability, differential power, or trust, for sexual purposes, including, but not limited to profiting monetarily, socially or politically from the sexual exploitation of another.

Sexual abuse: The actual or threatened physical intrusion of a sexual nature, including inappropriate touching, by force or under unequal or coercive conditions.

Trafficking in persons: The recruitment, transportation, transfer, harboring or receipt of persons, by means of threat or use of force or other forms of coercion; of abduction, fraud or deception; of the abuse of power or of a position of vulnerability or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person for the purpose of exploitation. Exploitation shall include, at a minimum, the exploitation of the prostitution of others or other forms of sexual exploitation, forced labor or services, slavery or practices similar to slavery, servitude or the removal of organs. The recruitment, transportation, transfer, harboring or receipt of an individual under the age of 18 for the purpose of exploitation is considered trafficking in persons, even if none of the means listed above (force, coercion, abduction, etc.) are involved. Therefore, minors in prostitution are considered trafficking victims; by definition they cannot have consented to be prostitutes.

Coercion: Threats of serious harm to or physical restraint against any person; any scheme, plan or pattern intended to cause a person to believe that failure to perform an act would result in serious harm to or physical restraint against that person; or the abuse or threatened abuse of the legal process.

Debt bondage: The status or condition of a debtor arising from a pledge by the debtor of his or her personal services or of those of a person under his or her control as a security for debt, if the value of those services as reasonably assessed is not applied toward the liquidation of the debt or the length and nature of those services are not respectively limited and defined.

Forced labor: Knowingly providing or obtaining the labor or services of a person by threats of serious harm to, or physical restraint against, that person or another person; by means of any scheme, plan or pattern intended to cause the person to believe that if he or she did not perform such labor or services that person or another person would suffer serious harm or physical restraint; or by means of the abuse or threatened abuse of law or the legal process.

Involuntary servitude includes a condition of servitude induced by means of any scheme, plan or pattern intended to cause a person to believe that, if the person did not enter into or continue in such conditions, that person or another person would suffer serious harm or physical restraint; or the abuse or threatened abuse of the legal process.

Commercial sex act: Any sex act on account of which anything of value is given to or received by any person.

CHILD (YOUTH) SAFEGUARDING POLICY

Winrock is a global leader in addressing child labor prevention with an emphasis on social protection within our focus sectors of agriculture, economic development, and the environment. Our platform is development and rights-based and applies child labor levels as an indicator of economic and social development. Our approach actively engages governments and communities to work toward integrated, sustainable solutions. Acceptable work for young people is defined and child labor addressed through policies, research, education alternatives, livelihoods, awareness and monitoring.

Winrock is proud of its child-centered and rights-based approach in supporting children worldwide.

Winrock has zero tolerance for abuse, molestation or any unsafe treatment of youth and Winrock will take all necessary steps to ensure that all staff, consultants, volunteers and staff of project partners understand that the welfare and overall development of all children is to be respected.



Winrock recognizes that all children, whatever their age, culture, disability, sex, language, racial origin, and religious beliefs, have the right to protection from abuse as well as other protections and rights afforded children under the U.N. and ILO conventions on the rights of the child.

All suspicions and allegations of abuse against children and young persons will be taken seriously and responded to swiftly and appropriately.

A child (or “youth”) is defined as a person under the age of 18. Every Winrock employee has a duty to safeguard all children from harm whether they are project beneficiaries or not.

Any individual who:

- *Observes any suspicious or inappropriate behavior on the part of any other employee, volunteer, adult or child*
- *Receives a report from a child (or anyone) regarding possible inappropriate behavior by another under this policy*
- *Suspects violations of this policy*
- *Is concerned, or informed of concerns, about the safety of a child*

shall immediately take action (interrupt the behavior) and report such concerns to the Chief of Party or Program Manager, or Risk and Compliance Office, who will take actions as considered necessary to ensure the safety of the child in question and any other child at risk. Supervisors should not commence their own investigation of a report. Supervisors should not commence their own investigation after reporting an investigation or concern.

Depending on the specifics of the incident, reporting to public authorities may be necessary. The Risk and Compliance Office will determine if this is the case.



PROMOTE GOOD PRACTICES

All members of the Winrock workforce are expected to demonstrate exemplary behavior when working with children to safeguard the child, themselves and Winrock.

- Always work in an open environment and avoid private or unobserved situations with children.
- Treat all children with respect and dignity.
- Always put the welfare of each child first.
- Ensure that any activities in which children are engaged do not keep them out of school in hazardous circumstances.
- Maintain a safe and appropriate distance with children (e.g., it is not appropriate for staff, consultants or volunteers to have an intimate relationship with a child or to share a room with them).
- Ensure that if any form of manual or physical support is required, it should be provided openly and according to the local custom and culture as well as to international conventions. Some parents and children are becoming increasingly sensitive about manual or physical support and their views should always be carefully considered.
- Ensure that if children are taken away for the day or night, they always are accompanied by a male and female member of staff.
- Be an excellent role model; this includes not smoking or drinking alcohol in the company of children.
- Requesting written parental or official consent if staff, consultant, volunteers and staff of project partners are required to transport children.
- Ensure appropriate company with a child while in a car or other vehicle.
- Follow proper international protocols when taking pictures of children.

PROHIBITED PRACTICES

The following practices are prohibited:

- Spending time alone with a child (one on one) or with children away from others
- Employing children as domestic servants or for any other work
- Taking or dropping off a child to an event
- Engaging in rough physical or sexually provocative games with children, including horseplay
- Sharing a hotel room with a child
- Allowing or engaging in any form of inappropriate touching of children
- Making sexually suggestive comments to a child, even in fun
- Reducing a child to tears as a form of control
- Allowing allegations made by a child to go unreported, unrecorded or not acted upon
- Using sporting or extracurricular events as an opportunity to take inappropriate photographs or film footage of children in vulnerable positions

If a situation arises where a one-on-one is unavoidable (e.g., the child sustains an injury and needs to go to the hospital, or a parent fails to arrive to pick a child up at the end of a class or session), it should be with the full knowledge/consent of someone in charge of the office or the child's parents, as soon as possible given the emergency situation.

Images of Children

Winrock's reporting and external communication activities often include photographs of children. Such photographs are often included in widely circulated reports, web-based stories and other documents.

The following guidelines are intended for Winrock staff, partners and vendors hired to take photographs/video for program activities. Consult with the designated Communications focal person for your office or project, or contact the [Communications Team](#) with any questions or support needed when planning field visits when persons under 18 will be interviewed or participate in official activities.

- Comply with local traditions and any legal restrictions for reproducing personal images or images of children.
- Obtain informed consent from the child's parent or legal guardian before photographing or filming a child. Winrock staff or the photographer/videographer must explain how the photograph or film will be used.
- Ensure children photographed or filmed are adequately clothed and in poses that will not be viewed as sexually suggestive.
- Ensure images are an honest representation of the context and facts.
- Take steps to remove anything that could reveal identifying information about a child, including physical and digital labels on photographs, films and files.
- Present children in a dignified manner and not as being vulnerable and submissive.
- Review all photographs and footage prior to disseminating images to ensure that guidelines have been followed.

Program Visits and Contact with Children

If a child is to participate in a Winrock-led activity, site staff must obtain a release form from the parent/caregiver and explain to participants the risks of the participation, including all caretakers, guardians and parents of children at the site; photo release forms can be found on WinShare. Data collection from youth for projects must be preceded by signed consent forms from one parent and the recorded assent of the youth (for these purposes, age of consent is local law).

Children must never be left alone with visitor(s). Winrock employees must adhere to the two-adult rule: Two or more adults are required to supervise all activities where children are involved and present.

If visitors join Winrock employees on a site visit or participate in activities with children under 18, they should also sign a child protection acknowledgment form.





Commitment to Donors and Partners



Our donors and funders provide the resources that make Winrock’s work possible, and each of us must be responsible stewards of those resources. We are committed to following the regulations and terms established by our institutional donors, as well as the expectations of all donors that the funding they provide serves all efficiently and effectively.

Working in partnership with local, national and international civil society organizations, as well as state and private-sector entities, is fundamental to Winrock’s mission. We are committed to promoting effective partnerships that enable Winrock to pursue its strategic goals, resulting in more effective, responsive solutions for sustainable impact that reach more people.

We are committed to free and fair competition, to the support of those who share our adherence to ethical and responsible practices and to the eradication of fraudulent or corrupt practices by those seeking improper gain from funding intended for our beneficiaries.

FINANCIAL INTEGRITY

Our books and records must accurately and fairly reflect our transactions in sufficient detail and in accordance with our accounting practices and policies. Some employees have special responsibilities in this area, but all of us contribute to the process of recording operational results or maintaining records.

Our Core Value of Accountability reflects our commitment to ensure that we are financially responsible:

- *We are fiscally responsible.*
- *We hold ourselves and our colleagues responsible for the outcomes of our choices, behaviors and actions.*
- *We take responsibility for all outcomes, positive and negative.*

Our Core Value of Integrity reflects our commitment to ensure that we are financially responsible:

- *We are honest, fair and transparent with our Winrock colleagues, our partners and funders, and all who benefit from our work.*

Take Action



- ▶ Create records that accurately reflect the truth of the underlying event or transaction. Be guided by the principles of transparency and truthfulness.
- ▶ Write carefully in all of your business communications. Write as though *someday the records you create may become public documents.*
- ▶ Watch out for records that are not clear and complete, or that obscure the true nature of any action.
- ▶ Watch out for undisclosed or unrecorded funds, assets or liabilities.
- ▶ Watch out for improper destruction of documents. Follow the Record Management Policy in this Code.
- ▶ Never issue incorrect, incomplete or inexact information, or information which could confuse the person who receives it.
- ▶ Never rationalize or even consider making false representations or falsifying records.
- ▶ If you are aware of or suspect false recordkeeping or representations by others, you must report such activities immediately using the channels described in the beginning of this Code.

Business Records

The accuracy and completeness of our disclosures and business records is essential to making informed decisions and to ensure accountability to our funders, regulators and others. Ensure that the information you record is accurate, timely and complete, and maintained in a manner that is consistent with our internal controls, disclosure controls and our legal obligations.

Accounting Practices

All payments and transactions must be properly authorized in accordance with Winrock operating procedures and Special Delegations of Authority, and fully and accurately recorded in Winrock’s books and records.

All payments and transactions must follow all applicable laws, requirements of Winrock donors and funders and established accounting policies.

Winrock will not tolerate dishonesty, including false recordkeeping.





Prohibited Conduct Examples

- *Making payments for Winrock without supporting documentation or for a purpose contrary to that described in supporting documentation*
- *Establishing undisclosed or unrecorded Winrock funds or assets*
- *Making false or misleading entries in, or omitting important information from, Winrock records*
- *Manipulating bookings for the purpose of affecting a specific financial reporting period*
- *Destroying, hiding or otherwise disposing of documents in a manner that violates Winrock’s Record Management Policy*
- *Destroying documents in response to, or in anticipation of, an investigation or audit.*

More information on Winrock’s Accounting Policy can be found [here](#), and the Project Finance Manual can be found [here](#).



Anti-Corruption and Bribery

All forms of bribery, kickbacks and other corrupt practices are prohibited regardless of local customs. Winrock is committed to complying with all applicable anti-corruption laws.

Winrock does not pay bribes, kickbacks or facilitation payments at any time for any reason. This includes to government officials as well as non-government officials. This applies equally to any person or firm who represents Winrock. The only possible exception is if a potentially improper payment is necessary to protect an individual’s health or safety. In such a situation, you should immediately report the payment to the Risk and Compliance Office.

Winrock staff are not permitted to request, solicit or accept cash or fund transfers from beneficiaries or partners for program activities. All program monetary activity should flow through Winrock’s bank accounts.

Key Definitions

Corruption: The abuse of an entrusted power for private gain.

Bribery: Giving or receiving anything of value (or offering to do so) to obtain business or a financial or commercial advantage.

Kickbacks: Payments made with the intent to influence or gain something from a company or person.

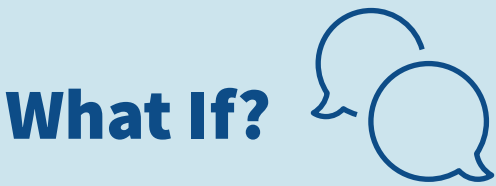
Facilitation payments: Typically, small payments to a low-level government official that are intended to encourage the official to perform his responsibilities.

Third Parties Acting on Behalf of Winrock

It is especially important that we exercise due diligence and carefully monitor third parties acting on our behalf.

We carefully screen all third parties, including suppliers, consultants and vendors who work on Winrock’s behalf, particularly when dealing in countries with high corruption rates and in any situations where “red flags” indicate further screening is needed before retaining the third party.

Third parties must understand that they are required to operate in strict compliance with our standards and to maintain accurate records of all transactions.



Q: *I work with a government official in connection with our operations in another country. I suspect that some of the money we pay this official goes toward making payments or bribes to government officials. What should I do?*

A: This should be reported to the Risk and Compliance Office for investigation. If there is bribery and we fail to act, both you and Winrock could be liable. Investigating these kinds of situations can be culturally difficult in some countries, but anyone doing business with us should understand the necessity of these measures. It is important and appropriate to remind them of our policy.

Anti-Money Laundering/Anti-Terrorist Financing

Money laundering is a global problem with far-reaching and profound consequences. It is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions.

Involvement in such activities undermines Winrock’s integrity, damages our reputation and can expose our organization and the individuals involved to severe sanctions. Winrock must screen employees and its vendors and partners to ensure that individuals and companies are not sanctioned. Immediately report any suspicious financial transactions and activities to the Risk and Compliance Office and, as required, to appropriate government agencies.





Antitrust and Fair Competition

Winrock believes in free and open competition and will not engage in improper practices that may limit competition. We never seek to gain competitive advantages through unethical or illegal business practices.

Antitrust laws are complex, and compliance requirements can vary depending on the circumstances, but in general, the following activities must be avoided and, if detected, reported to the Risk and Compliance Office:

- *Sharing Winrock's competitively sensitive information or that of our funders with a competitor*
- *Sharing competitively sensitive information of business partners or other third parties with their competitors*
- *Attempting to obtain non-public information about competitors from new hires or candidates for employment*
- *Engaging in conversations about competitively sensitive information with colleagues or competing organizations*
- **Collusion;** *when organizations secretly communicate or agree on how they will compete. This could include agreements or exchanges of information on supplier pricing, terms or wages.*
- **Bid-rigging;** *when competitors or service providers manipulate bidding so that fair competition is limited. This may include comparing bids, agreeing to refrain from bidding or knowingly submitting noncompetitive bids.*

See [Winrock's Procurement Manual Policy](#) for more information.

Global Trade

All employees, officers and directors must strictly comply with laws that govern our operations including the import, export and re-export of technology. Any violation of these laws, even without knowledge, could have damaging and long-lasting effects on our business.

Take Action



- ▶ Be cautious when transferring technical data and technology to someone in another country, such as through email, conversations, meetings or database access. This restriction applies to sharing information with some coworkers, as well as non-employees.
- ▶ Be aware of any trade compliance requirements that are associated with our government contracts.

Supplier, Vendor or Consultant Relations and Purchasing

Winrock evaluates and engages with qualified suppliers, vendors and consultants or contractors on an objective basis, grounded in fairness. When selecting suppliers, we assess each supplier's ability to satisfy our organizational and technical needs and requirements.

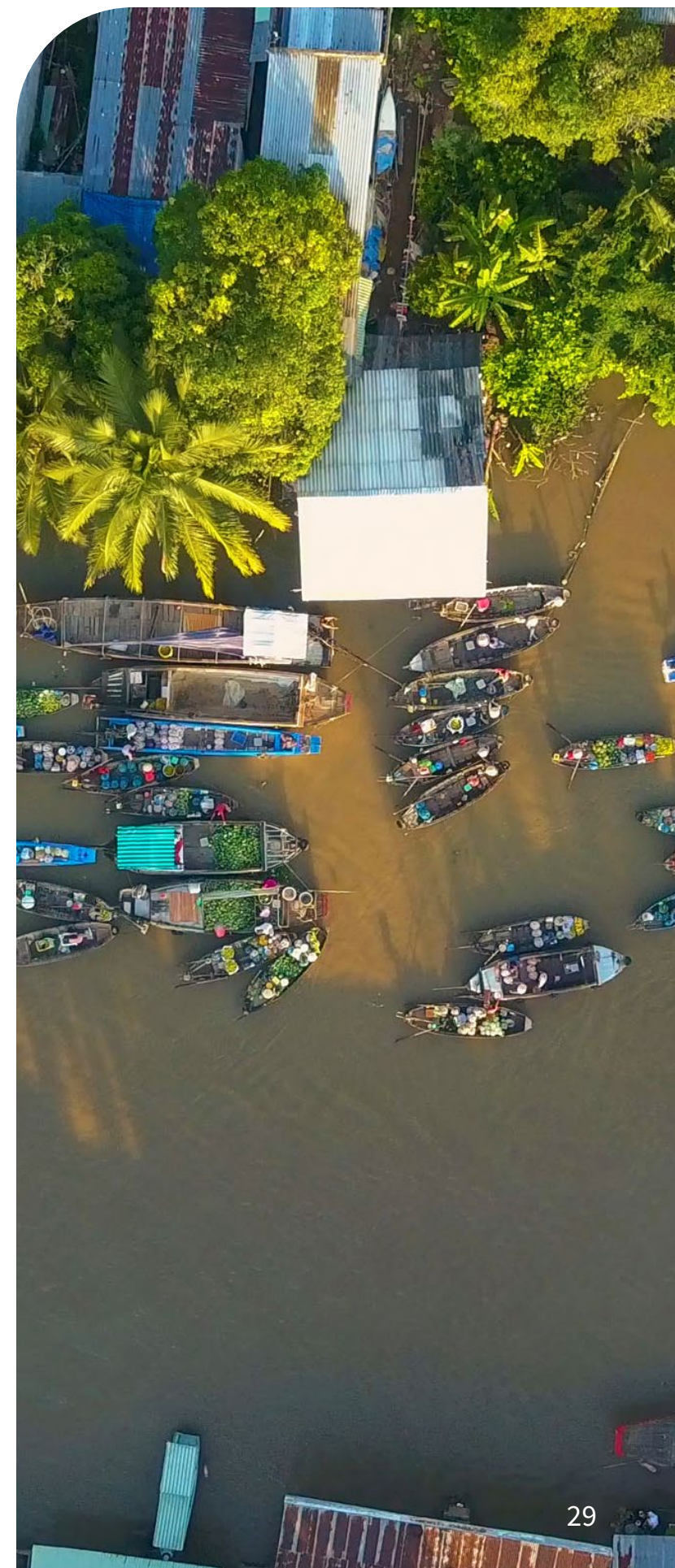
We make procurement and purchasing decisions based on the long-term cost and benefit to Winrock. All agreements are negotiated in good faith and must be fair and reasonable for both parties.

Government Contracting

We are committed to meeting the many special legal, regulatory and contractual requirements that apply to our government contracts. These requirements may apply to bidding, accounting, invoicing, subcontracting, employment practices, contract performance, gifts and entertainment, purchasing and other matters. Be aware that these requirements may also flow down to individuals and organizations working on our behalf.

If you are responsible for conducting business with the government on behalf of Winrock, make sure:

- *You know and comply with what's contractually required, as well as the laws and regulations that apply to working with the government.*
- *You protect any classified information or government-furnished property (for example, material, equipment, special tooling or test equipment) we are entrusted with.*
- *You are cautious with gifts, gratuities and business courtesies.*
- *You honor restrictions and avoid [conflicts of interest](#) related to [hiring government employees](#).*
- *You are alert for — and speak up about — any acts of fraud, including:*
 - ▶ *Forgery, alteration of documents or misrepresentation of information*
 - ▶ *Misappropriation of funds, supplies or assets*
 - ▶ *Bribery, corruption or extortion*
 - ▶ *Theft, disappearance or destruction of assets*





RECORDS MANAGEMENT POLICY

Winrock’s business “Records” are assets of Winrock and must be managed properly to preserve their value and to protect Winrock from risks associated with improper records management. Examples of business Records can be found in the Retention Schedule table. This policy addresses the management, storage, retention and destruction of Winrock Records. It applies to all employees and all Records, no matter where the Records are located (including, without limitation, on devices owned by Winrock employees) or how they are stored (e.g., paper vs. electronic form). Unless expressly stated otherwise in this policy, Records shall be managed according to their content, not the form in which they were created or stored.

Winrock is committed to effective records retention to preserve its history, ensure that critical records are available to meet organization needs, comply with legal requirements, optimize the use of space, minimize the cost of record retention and ensure that outdated and useless records are destroyed.

This policy also states Winrock employees’ obligations in retaining records, including but not limited to: paper records, photographs, sound or video recordings, emails, word processor documents, spreadsheets, databases, HTML documents, scanned or imaged documents and any other type of file warehoused online or in the cloud, on a mainframe, server, computer hard drive or any external storage medium.

Implementation

Each department and project will review this policy periodically to determine any special circumstances that necessitate changes in the retention periods. Request for changes in retention periods or deviations from specified retention duration should be made to the Risk and Compliance Office.

In addition, each department and project will ensure its staff are fully informed of this policy and confirm that they agree to comply with it. Employees will conduct periodic reviews of all Records, including text/formatted files (e.g., Microsoft Word documents) and will purge all those they consider unnecessary or outdated. Each department and project will use an indexing system to ensure timely and convenient access to Records.

In accordance with the Retention Schedule, after three years, all text files not marked for retention (such as “Permanent”) will be purged from the network and repositories/collaboration sites by the IT Department. Text/formatted files the staff deems vital to the performance of their job should be stored in a folder marked “Permanent” to avoid routine destruction.

Applicability

This policy applies to all Winrock business records, including but not limited to: paper records, photographs, sound or video recordings, emails, word processor documents, spreadsheets, databases, HTML documents, scanned or imaged documents and any other type of file warehoused online or in the cloud, on a mainframe, server, computer hard drive or any external storage medium.

To the extent that there are multiple copies of records in electronic form, only one copy of each record needs to be retained. Likewise, if there are multiple drafts of a particular record, only the final record needs to be retained.

Original paper Records may be imaged so long as the image is accurate, remains readable, preserves the integrity of the Records, including but limited to signatures, writing and or graphic images, and is reliable and secure against alteration. Original paper Records that are imaged must be retained for one year to permit periodic validation and quality control reviews.

General Rule

Generally, Records should be destroyed as soon as possible after they no longer serve a business purpose, unless (1) the Record is specified on the Retention Period Schedule, in which case the Record should be maintained per that retention period; or (2) the Record falls into one of the three exceptions. To serve a business purpose, a Record must be actively used, and for a specific purpose; keeping Records merely because the Records may come in handy, when there is no clear reason for retaining them, is not appropriate. Drafts (non-final versions of Records) should be destroyed as soon as reasonably possible once the Record is finalized and the drafts no longer serve a business purpose.

Exceptions to the business need rule are if the Record:

- *Is subject to a Legal Hold*
- *Must be retained to satisfy a contractual obligation or other notice by an awarding agency*
- *Must be retained to comply with applicable law*

Destruction

Subject to the exceptions, retained Records shall be destroyed after expiration of the business need, or applicable retention period set forth in the schedule. IT will purge Records from the network as noted, previously, in accordance with the Schedule, with approval from the CFO for financial Records. Records containing sensitive information should be disposed of in a manner that makes them unreadable (e.g., shredding paper records or disposing of them in approved containers, using secure deletion software for electronic records stored on magnetic media).

For information about retention periods, please contact the IT team.





CONFLICT OF INTEREST POLICY

It is the policy of Winrock that before engaging in an activity, an employee shall identify conflicts of interest and situations that may give rise to an appearance of a conflict of interest, and also obtain approval to proceed, so that proceeding mitigates damage to our integrity and reputation. Certain high-level conflicts are required to be reported to the U.S. Internal Revenue Service and other regulators. For U.S. government-funded work, all conflicts are required to be disclosed to the appropriate government agency immediately.

What Is a Conflict?

A conflict of interest exists when an individual who is responsible for acting in the best interests of Winrock has another interest or loyalty that could influence or impair, or may appear to influence or impair, the individual’s ability to act in Winrock’s best interests. Conflicts exist, for example, when a Winrock employee can either influence or make a decision on contractual, procurement, recruitment and employment, or other business transactions, and that employee has a relationship with the business or persons being hired.

Conflicts of interest may be actual, potential or even just a matter of perception. **Conflicts must be approved per this policy before proceeding.**

Who Is Covered?

Conflicts can be caused by relationships with or among these covered persons:

- Employees
- Families of employees
- Close personal friends
- Board members
- Families of board members
- Entities owned or controlled by employees, board members or their families

Families means (as defined by the U.S. Internal Revenue Service) spouse, ancestors, brothers and sisters (whether whole or half-blood), step-siblings, children (whether natural or adopted), step-children, grandchildren, great-grandchildren and spouses of brothers, sisters, children, grandchildren and great-grandchildren; and any person with whom the covered person shares living quarters under circumstances that closely resemble a marital relationship or who is financially dependent upon the covered person. Families may also extend to members of the same clan, tribe or communities and vary depending on the location and culture.

Third party means a business entity that has a relationship with Winrock. Third parties include, but are not limited to, vendors, suppliers, consultants, and counterparts on projects.

Conflict Review, Mitigation and Approval

If an actual, perceived or potential conflict is present, an employee must first try to avoid the activity (not do it). If avoidance is not in the best interest of Winrock, approval must be obtained before proceeding. Employees must disclose the conflict to the Risk and Compliance Office, with a proposed means to mitigate — or minimize — the conflict. The Risk and Compliance Office will decide whether the mitigation acceptably minimizes risk to Winrock.

The Risk and Compliance Office will partner with the project and Award Management to make the necessary disclosures to funders and regulators. Specific examples of conflicts and the approval requirements are set forth on page 32. Approval requirements vary depending on the level of risk incurred.



Examples of Conflicts of Interest

Conflicts of interest are not always clear-cut and easy to define. They require case-by-case risk analysis by the Risk and Compliance Office. Not all types are listed here, but these are more commonly known and should not occur without prior written approval from the Risk and Compliance Office.

Early consultation with your supervisor and the Risk and Compliance Office can assist in determining if a conflict exists, by analyzing the facts and determining strategies for avoidance or mitigation.

1. Transactions with Persons or Entities Covered by this Policy

Transacting business can create conflicts. Examples include hiring a company that is owned by a relative; entering into a partnership with a company that you own or control or your family owns, controls or has an interest in; or giving business, including purchases to a close friend. If money or anything of value is exchanged between Winrock and the conflicted entity or person, then a conflict is created.

- **Procurement Decisions**

A common transactional conflict arises during a procurement. For example, when a Winrock employee's procurement decisions are influenced by personal interests. This may include any of these situations:

- ▶ Familial or close personal relationships between procurement staff and subcontractors
- ▶ Procurement staff having a direct financial interest in a bidder or subcontractor
- ▶ Procurements made where staff have an employment link to the subcontractor

- **Subaward Decisions**

A common transactional conflict arises during a subaward, for example, when a Winrock employee's subaward decisions are influenced by personal interests or a personal stake in the outcome of the procurement. This may include any of these situations:

- ▶ Familial or close personal relationships as defined above, between procurement staff and subcontractors
- ▶ Procurement staff having a direct financial interest in a bidder or subcontractor
- ▶ Procurements made where staff have an employment link to the subcontractor

2. Hiring Members of the Same Family or Close Friends

Such hiring may be a conflict and is addressed separately in the policy by this name in the Code of Conduct.

3. Employee Second Jobs, Side Gigs or Additional Work/Income (Dual Employment)

When you work for Winrock, we expect you to be working and available during the hours agreed to, typically between 8 and 5 pm. "Second jobs," sometimes called "side gigs" or additional/outside employment, may negatively impact the quality of work provided by you to Winrock, whether that is your time or attention to detail. Second jobs also may impose risks to Winrock's nonprofit status. Therefore prior to engaging in a second job you must obtain approval from the Risk and Compliance Office. Even second jobs that happen after your working hours, and the weekend, must be disclosed and approved.

Note: This does not apply to hobbies, volunteer work or de minimus activities (for example, one hour a month would be de minimus unless working for a competitor, customer, third party, funder, subcontractor, subawardee, or grantee). This only applies to Winrock employees, not to their families.

Winrock employees must disclose and discuss second jobs with their manager. To proceed, the second job impact must be mitigated and approved by management and by the Risk and Compliance Office. For approval, [click this link](#).

Issues to be considered include:

Time: The second job must not interfere with time spent to do your work at Winrock.

Equipment and systems: You may not use your Winrock-issued equipment or internal systems for your approved second job. Failure to comply with this could impact Winrock's nonprofit status.

Proprietary information: You may not use Winrock proprietary information at your second job. Similarly, you cannot work for a Winrock competitor, customer, third party, funder, subcontractor, subawardee, or grantee.

If in doubt, and you find yourself conflicted between your second job and Winrock, you should always pick the interests of Winrock. Please seek guidance at any time.

4. Board Service or Other Civic Activities

Employees serving on boards or other governing bodies of for-profit or non-profit organizations may, in some cases, create a conflict.

- First, any board service that could take away time from your job at Winrock must be approved by your manager and the Risk and Compliance Office in writing. Details of your board duties and expected time to serve on that board should be included when requesting approval.
- Second, the following governmental or board activities must be approved by the Chief Risk and Compliance Officer:
 - ▶ Service on boards of any entity with which Winrock conducts business, including as a recipient or provider of funds
 - ▶ Service on a governmental regulatory board or quasi-judicial or quasi-legislative commission that may take actions that could affect Winrock
 - ▶ Employees running for or holding public office shall report the activity to the Risk and Compliance Office prior to proceeding
- Third, employees shall not serve on boards for entities that directly or indirectly compete with or partner with Winrock.

5. Acceptance of Gifts, Gratuities or Business Courtesies

These actions may create a conflict and are addressed separately by the policy by this name in the Code.



Disclosure and Management of a Conflict of Interest

Employees (report and obtain approval for conflicts):
Seek prior approval when possible before conflicts arise or before taking any conflicted action to mitigate or avoid the conflict as noted previously (obtain approval from management and Risk and Compliance Office before proceeding.)

Senior Directors, Directors and Chiefs of Party or Project Directors (report and obtain approval for conflicts and annually acknowledge the policy):
In addition to the above, Senior Directors, Directors and Chiefs of Party or Project Directors have an enhanced obligation to report and mitigate or avoid conflicts based on their position within Winrock. The Risk and Compliance Office shall circulate annually a Conflicts Acknowledgment Form that requires acknowledgment that each understand and adhere to Winrock’s Conflict of Interest Policy. The form must be acknowledged immediately upon receipt and returned signed.

Executive Team and Board of Directors (report and obtain approval for conflicts, annually acknowledge the policy and annually disclose all affiliations):
Winrock’s Executive Team and members of the Winrock Board of Directors also have enhanced obligations to report conflicts, as conflicts relating to this group require review by the Governance Committee and may require reporting of conflicts to regulators. In addition to addressing conflicts as they arise per this policy, both acknowledgment and affiliation disclosure are required. The Risk and Compliance Office shall circulate annually an Acknowledgment and Affiliation Disclosure Form for the Executive Team and Board to:

- Acknowledge understanding of and adherence to Winrock’s Conflict of Interest Policy.
- List entities in which they, or a member of their families, have a material interest or occupy a position that might create a conflict of interest under this policy.

Principles for Evaluating Conflicts

In evaluating conflicted situations to determine an appropriate course of action, the Risk and Compliance Office shall be guided by the following:

- Are there alternative approaches that would avoid the conflict?
- Is there an actual or perceived private benefit or private inurement that must be avoided?
- Is the transaction being conducted transparently, with full disclosure of the conflict?
- Does the transaction support Winrock’s mission?
- Is there a consequence to Winrock for not proceeding that might outweigh the reputational or other impact of the conflict?
- What is the nature of the risk to Winrock’s reputation if the action proceeds?
- What is the mitigation proposed, and does it minimize risk to Winrock?

What If?



Q: My daughter works for a Winrock supplier. Is that a conflict of interest?

A: It could be, if you or your department could influence contracts with this supplier. Discuss the situation with your manager and the Risk and Compliance Office to determine if a conflict exists. You may need to remove yourself from the supplier selection process to avoid even the appearance of a conflict.

Restrictions and Conflicts of Interest in Connection with Government Employment

Winrock employees who are or have been employed by any government, including federal, state and non-U.S. governments including universities, may face restrictions on the activities to which they may devote their time and attention in service to Winrock. The obligations of these individuals to their government employers may impair their ability to serve Winrock and should be considered by management. Similarly, employees of Winrock who have left previous government employment may be barred by government ethics regulations from working on certain Winrock matters which were within the purview of their official duties during their government employment, or in some cases, from accepting employment with Winrock.

Winrock employees must disclose to their manager any current or previous government employment to avoid conflicts of interest in connection with their government service.





HIRING MEMBERS OF THE SAME FAMILY OR CLOSE FRIENDS

Winrock may employ an employee's close friend or a member of an employee's family, household, clan, tribe or community (for this policy, "family") provided the individual meets the necessary qualifications for employment.

Employees are required to disclose familial relationships and close friendships to the Hiring Manager, Recruiter and Chief of Party or designated representative as soon as the candidate is identified and before any hiring decision is made. In consultation with the Risk and Compliance Office, a determination will be made as to whether a conflict of interest exists and if so, how to mitigate it.

The failure to disclose the relationship may result in the withdrawal of an offer of employment or the termination of employment. It may also result in disciplinary action to the employee who failed to disclose the nature of their relationship.

Winrock prohibits an employee from directly hiring or supervising a close friend or family member. For this policy, a family member is defined as:

- *Relationships by blood — parent, child, grandparent, grandchild, brother, sister, uncle, aunt, nephew, niece, first cousin*
- *Relationships by marriage — spouse or domestic partner (as defined by law), stepparent, stepchild, step grandchild, brother-in-law, half-brother, sister-in-law, half-sister, uncle, aunt, nephew, niece and spouse or partner of any of the above*
- *Clan, tribal or community relationships*
- *Cohabiting couples or significant others*
- *Member of the employee's household*

The candidate **will not be hired** if employment would:

- *Place one in the position of directing, determining, reviewing or processing the work, job performance, salary or pay of the other*
- *Allow one to have any influence in the other's employment, promotion, transfer, salary administration and other related management or personnel considerations*
- *Present any other potential conflict of interest, particularly with respect to sensitive or confidential issues*

If employees become family members or establish a romantic relationship after their employment begins, employees must report any applicable relationship changes immediately to their manager and the Risk and Compliance Office. Winrock will make reasonable efforts to assign job duties to mitigate any conflict of interest. This includes ensuring no supervision by one or the other, and ensuring there is no influence of personnel or other decisions due to the relationship.

POLITICAL ACTIVITIES AND PARTICIPATION IN CANDIDATE ELECTIONS

Winrock is a non-political, non-partisan organization. Winrock does not make contributions or expenditures in connection with any election to any political office, or in connection with a primary election or political convention or caucus held to select candidates for any political office.

As a condition of its exemption from paying U.S. federal taxes, Winrock is prohibited from participating in any political activity related to the election of candidates for any public office. This restriction means that Winrock, and its employees, directors and volunteers who could be perceived as acting on behalf of the organization, are barred from activities that could be reasonably inferred to support, oppose or express any opinion about the merits of candidates for office at the international, national, state/provincial or local levels. Examples of such prohibited activities include, but are not limited to:

- *Use of resources, such as email or facilities, in association with a candidate*
- *Use of Winrock's name and/or logo in association with a candidate*
- *Distribution or publication of a candidate's voting record*
- *Responding to questionnaires about a candidate or the candidate's record or position on issues*

Each employee has the right to voluntarily participate in the political process, including making personal political contributions and candidate electioneering. However, you must always make it clear that your personal views and actions are not those of Winrock, and never use Winrock funds, resources or facilities for any political purpose. An employee's political activities must be conducted on the employee's own time and only off Winrock premises.

Employees must obtain the prior approval of the Risk and Compliance Office before seeking to be elected to public office or accepting an appointment to public office.

What If?



Q: *I will be attending a fundraiser for a candidate running for local office. Is it OK to mention my position at Winrock as long as I do not use any Company funds or resources?*

A: No. It would be improper to associate our name in any way with your personal political activities.





LOBBYING

The lobbying activities of Winrock throughout the world are managed to ensure compliance with local, state and federal laws regarding influencing government policies and government officials. To ensure that Winrock does not exceed the acceptable limits on resources spent on lobbying, Winrock employees and volunteers must track and report lobbying activities to the Finance Department. U.S. federal funds (including nonfederal funds used to match federal funding) may not be used to attempt to influence legislation or influence decisions regarding grants and contract awards in the U.S. Further, U.S. federal funds may not be used to influence the outcome of an election, referendum, initiative or similar procedure in the U.S. or other country, at the federal, state or local level. No funds from private foundations may be used to attempt to influence legislation anywhere in the world.

WINROCK INTERNATIONAL SIGN-ON ADVOCACY LETTER POLICY

Invitations for Winrock to join a sign-on letter advocacy campaign should be directed to the Executive Team for consideration and final approval. The Executive Team may seek others' recommendations about the appropriateness of the advocacy position, which must be consistent with Winrock's mission and work.



GIFTS, GRATUITIES AND BUSINESS COURTESIES

Winrock selects and does business with suppliers and other parties on the basis of objective performance and business criteria. We maintain the highest ethical standards and avoid any perception of corruption.

Receiving Gifts or Other Business Courtesies

Staff must not accept any gifts, favors, hospitality or entertainment that might influence or give the appearance of influencing their decision making or compromise their judgment in actions affecting Winrock. Receipt of a gift of cash is never appropriate.

Employees who award contracts or who can influence the allocation of business, who create specifications that result in the placement of business or who participate in negotiation of contracts are particularly in positions that risk creating negative perceptions and must always avoid actions that create the appearance of favoritism or that may adversely affect Winrock's reputation for impartiality and fair dealing. A gift from a supplier must be declined when Winrock is involved in choosing or reconfirming a supplier or under circumstances that would create an impression that offering gifts or courtesies is the way to obtain Winrock business.

Although no employee may use their position at Winrock to obtain gifts or business courtesies (such as meals), or ask for them, we may accept unsolicited gifts or business courtesies that promote successful working relationships, are in accordance with local culture and maintain goodwill with suppliers and partners with whom Winrock maintains or may establish a business relationship.

Employees may accept gifts or business courtesies when it is appropriate to establish or maintain a business relationship, provided the value does not exceed a local nominal value or customary standard and is not in excess of a \$20 USD value (\$50 USD total per year).

Perishable gifts (e.g., fruit basket, cookie trays, flowers) should be able to be shared with your team and accepted on behalf of Winrock.

Giving Gifts

Winrock employees shall never give gifts to external partners or business associates for the purpose of influencing or affecting a decision. Winrock employees may provide gifts of a nominal local value or customary standard not in excess of \$20 USD.

Exceptions to these limits may be accepted only with the documented approval from the Risk and Compliance Office.

For further information, see our [Gifts Gratuities and Business Courtesies Guidance](#).

