



Code of Ethics and Conduct

Approved by the Board of Directors
January 24, 2015

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PROFESSIONALISM RESPECT
EXCELLENCE TEAMWORK
INTEGRITY FAIRNESS
TRUST DIVERSITY

Message from the LSC Board Chairman and President

As the single largest funder of civil legal aid for low-income Americans in the country, and as a steward of public funds, the Legal Services Corporation has a responsibility to conduct business with honesty and integrity in accordance with the highest ethical and legal standards. LSC is guided by core values to define our conduct, including integrity, fairness, trust, respect, professionalism, excellence, diversity, and teamwork. These core values are not just aspirations. They are bonds that connect, unite, and focus us in our work. Ethical behavior serves as the foundation for meaningful and sustainable success. By operating at the highest ethical and legal standards, we all work to promote the delivery of the highest quality legal services to the greatest number of eligible clients, thereby maximizing access to justice.

The LSC Code of Ethics and Conduct defines LSC's values, responsibilities, and commitments. It is a framework that guides how we conduct our business and work with each other—and with the public—every day. It sets forth the Corporation's standards and expectations of conduct by all employees, officers, and members of the Board of Directors. Everyone at LSC is expected to do the right thing in the right way.

Our conduct affects the integrity and credibility of the organization. Each of us plays an important role in establishing and sustaining an



JOHN G. LEVI



JAMES J. SANDMAN

environment that is respectful of others, committed to excellence, and attentive to the highest ethical standards. Each of us is responsible for adhering to the letter and spirit of the Code to ensure LSC's success.

It is important that every one of us feels comfortable raising concerns and identifying potential issues, so we offer many channels of communication to seek guidance and report concerns. We do not tolerate any retaliation against anyone who raises a concern in good faith.

Each of us needs to understand and abide by this Code every day, in everything we do. Please carefully review this Code and adhere to the standards it describes. While it cannot address every situation you may encounter, the Code is a valuable resource for helping ensure that our actions are consistent with LSC's values and that we all work to safeguard LSC's reputation. If you have any questions about the Code, please contact either of us, your manager, the Ethics Officer, the Director of the Office of Human Resources, or the Office of Inspector General.

A handwritten signature in blue ink, appearing to read "John G. Levi".

John G. Levi
Chairman

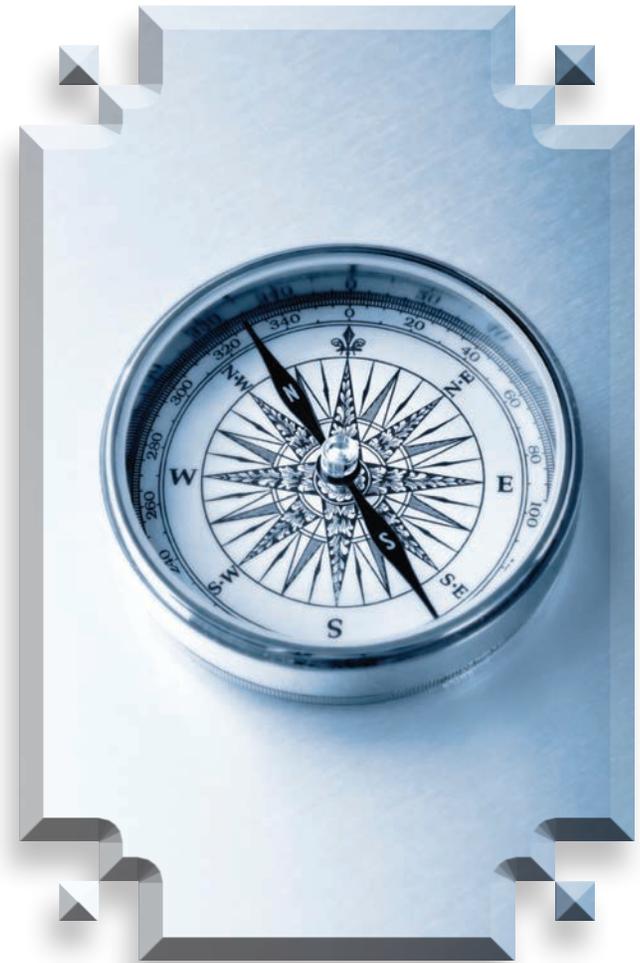
A handwritten signature in blue ink, appearing to read "Jim Sandman".

James J. Sandman
President

Purpose

LSC maintains and enforces the highest standards of ethics and conduct. LSC expects all employees, officers, and Directors to perform their work with the utmost honesty, truthfulness, and integrity.

The purpose of this Code is to establish LSC's expectations for individual behavior, to provide basic guidelines for situations in which ethical issues arise, and to assist employees, officers, and Directors to carry out daily activities within appropriate ethical and legal standards. These ethical and legal standards apply to all of our business relationships and activities, including, but not limited to, those involving grantees, applicants, consultants, and vendors, as well as with one another. This Code is not intended to confer a legal right of action upon employees, officers, and Directors or third parties.



Compliance

LSC's employees, officers, and Directors are required to comply with this Code and with all laws, rules, regulations, and policies pertaining to LSC and to act in the best interests of LSC. This means following both the letter and spirit of the law. When compliance questions arise, employees should seek advice from their managers, the Ethics Officer, the Director of the Office of Human Resources, or the Office of Inspector General. The Board of Directors shall designate an official to serve as the Ethics Officer for the Corporation.

The policies and procedures set out in this Code are applicable to the Office of the Inspector General, except in the event that they are inconsistent with the provisions of the Inspector General Act or other applicable laws. The Inspector General will designate an official to function as the Ethics Officer for members of the Office of Inspector General, subject to ratification by the Board of Directors.



Leadership Responsibilities

LSC's managers, officers, and Directors have a special obligation to help create a culture within LSC that promotes the highest standards of ethics and compliance. All employees shall have sufficient information, training, and guidance to comply with all laws, regulations, and policies pertaining to LSC, as well as access to the Ethics Officer, or the OIG Ethics Officer for OIG employees and officers, to help resolve ethical dilemmas.



Confidentiality

LSC, by law and regulation, will make information and records concerning its operations, activities, and business available to the public to the maximum extent possible. Records will be withheld from the public only in accordance with the Freedom of Information Act, the LSC Act and regulations, and other applicable laws. However, LSC employees, officers, and Directors must take reasonable care to avoid disclosure of confidential information, including exercising due care with regard to LSC records. The obligation to preserve confidential information continues even after employment with LSC or service on the Board of Directors ends.



Conflicts of Interest

Purpose

The purposes of this policy are to protect LSC and to provide guidance to LSC employees, officers, and Directors in identifying and handling any conflicts and potential conflicts of interest affecting the interests of LSC.

Statement of Policy

Employees, officers, and Directors are to avoid legal, financial, personal, or other conflicts and potential conflicts of interest involving LSC, to disclose any such conflicts that arise, and to remove themselves from a position of decision-making authority or influence on decisions or actions with respect to any conflict involving LSC.

In accordance with § 1005(c) of the LSC Act and Section 3.05 of the LSC Bylaws, Directors may not participate in any decision, action, or recommendation with respect to any matter that directly benefits such Director or pertains specifically to any firm or organization with which such Director is then associated or has



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been associated within a period of two years.

Scope

This policy applies to all LSC employees, officers, and Directors acting in their official capacity. Employees of the Office of Inspector General (“OIG”) are covered by this policy, except as otherwise indicated herein. This policy also applies to non-Director members of committees of the Board of Directors. Any reference to “Directors” in this policy includes non-Director members of Board committees with respect to their participation in, and any action they may take in connection with, LSC-related activities. Depending on the nature of the conflict or potential conflict, this policy may also apply to immediate family members of LSC employees, officers, and Directors. This policy applies to all LSC matters, including, but not limited to, grants, contracts, purchases, leases, investments, or other commitments of LSC resources, and personnel matters.

Definitions

ABUSE: Abuse involves behavior that is deficient or improper when compared with behavior that a prudent person would consider reasonable and necessary business practice given the facts and circumstances. Abuse also includes misuse of authority or position for one’s personal financial interests or those of an immediate family member or business associate. Abuse does not necessarily involve fraud or violation of laws, regulations or provisions of a contract or grant agreement.

CONFLICT OF INTEREST: A conflict of interest exists when an outside interest, activity, or relationship influences or appears to influence the ability of an employee, officer, or Director to exercise objectivity, or impairs or appears to impair his or her ability to perform his or her responsibilities as an employee, officer, or Director impartially and in the best interests of LSC. A conflict of interest occurs when:

- The employee, officer, or Director, or

any immediate family member has the opportunity to influence LSC’s grant-making, business, administrative, or other decisions or actions in a manner that could lead to personal gain or advantage;

- The employee’s, officer’s, or Director’s impartiality or duty of loyalty to LSC is impaired or appears to be impaired by the existence of a relationship with another person or entity; or
- The employee, officer, or Director, or any immediate family member has a potential or existing financial or other interest which impairs or appears to impair independence in the discharge of responsibilities to LSC.

FRAUD: A false representation of a material fact, whether by words or by conduct, by false or misleading allegations, or by concealment of that which should have been disclosed, which deceives another so that he or she acts, or fails to act, to his or her detriment.

Conflicts of Interest

IMMEDIATE FAMILY MEMBER: For purposes of this policy, the term “immediate family member” includes spouse, domestic partner, parents, children and their spouses, siblings and their spouses and children, and any members of the household. Also included are persons in those categories as step-relations.

WASTE: Waste involves not receiving reasonable value for money, or the dissipation of assets or resources, in connection with any Corporation-funded activities due to an inappropriate act or omission by persons with control over or access to Corporation resources. Waste does not necessarily involve a violation of law, and can arise from mismanagement, inappropriate or irresponsible actions, and the failure to exercise reasonable care and prudence in dealing with corporate assets and activities.

Examples of Conflict of Interest Activities and Relationships to be Avoided

The following activities and relationships

illustrate the types of conflicts or potential conflicts of interest that should be avoided and disclosed, as applicable, in accordance with this policy. This list is representative only, and is intended to provide guidance. It is not exhaustive.

SELF-BENEFIT: An employee, officer, or Director using his or her position or relationship within LSC to promote his or her own interests or those of immediate family member(s). This includes use of confidential or privileged information gained in the course of employment with, or as a Director of, LSC for personal benefit or gain or for the personal benefit or gain of immediate family member(s).

OTHER BUSINESS RELATIONSHIPS AND DEALINGS: Participating in deliberations or actions resulting in the approval of a grant or contract with an organization in which an employee, officer, or Director or immediate family member(s) has a financial or other interest or relationship, including an

organization with whom the employee, officer, or Director or immediate family member(s) is negotiating over prospective employment or has an arrangement regarding prospective employment.

OTHER ORGANIZATIONAL RELATIONSHIPS AND DEALINGS: Participating in deliberations or actions regarding policy proposals or advocacy positions advanced by organizations in which an employee, officer, or Director is an active participant (e.g., serving as an official of the organization, as a committee or subcommittee chairperson, as a spokesperson, or in another capacity going beyond mere membership) or with respect to proposals or positions advanced by an outside organization that the employee, officer, or Director has been involved in preparing.

USE OF LSC PROPERTY FOR PERSONAL ADVANTAGE: Using or taking LSC resources, including facilities, equipment, personnel,

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and supplies, for private use (except as allowed under LSC policy for de minimis or emergency purposes) or other unauthorized activities.

MATTERS INVOLVING GRANTEES, SUBGRANTEES, AND GRANT APPLICANTS:

An employee, officer, or Director who has a position or association with, or connection to, a grantee, subgrantee, or grant applicant, or had such a position within the past three (3) years, participating in discussions or decisions relating to the grantee or grant applicants, about topics such as grant applications, reviews, questioned cost proceedings, personnel decisions, sanctions, or program performance evaluations. Possible positions, associations, or connections may include, but are not limited to: serving on a board or committee; serving as a former staff member or consultant; any financial ties to a program or a staff member; being or having been privy to confidential or other non-public information regarding LSC grantees; or having a significant, personal relationship with a member of program staff.

GIFTS: Personally accepting anything of value from an organization or individual that has a grant application, policy proposal, advocacy position paper, or contract proposal pending before LSC, or currently has a grant or contract from LSC, or has received a grant or contract from LSC within the preceding five years. (Items having a value of less than \$20.00 are excepted in accordance with § 11.13 of the Employee Handbook.)

INFLUENCE PEDDLING: An employee, officer, Director, or immediate family member(s) soliciting a benefit from an outside organization in exchange for using influence to affect the interests of that organization within LSC.

PROPERTY TRANSACTIONS: Directly or indirectly leasing, renting, trading, or selling real or personal property to or from LSC, or benefitting from such a transaction.

RECORDING OR REPORTING FALSE INFORMATION: Misrepresenting, withholding,

or falsifying relevant information required to be reported to external parties or used internally for decision-making purposes, in order to derive personal benefits.

Reporting Requirements and Procedures

Reporting requirements are different for: (1) LSC employees and officers; (2) OIG employees and officers; and (3) Directors.

LSC Employees and Officers

Any employee or officer who has or believes he or she has a conflict or potential conflict, or who becomes aware of a conflict or potential conflict of interest involving another individual, must promptly disclose it to his or her manager, the Ethics Officer, or one of the following individuals within LSC: the General Counsel, the Director of the Office of Human Resources, the Vice President for Grants Management, or the Inspector General.¹ The manager, or any of the other individuals identified above, will promptly notify the Ethics

¹ Employees, officers, and Directors should report fraud, waste, abuse, and violations of LSC laws or regulations to the OIG. The OIG maintains a hotline to receive reports of suspected fraud, waste, or abuse. More information for the OIG Hotline is available at <http://www.oig.lsc.gov/org/hotline.htm>. Reports to the OIG Hotline can be made via: Telephone: 1-800-678-8868 or 202-295-1670 • E-mail: hotline@oig.lsc.gov • Online: Form is available at http://www.oig.lsc.gov/hotline_form/hotline.aspx • Fax: 202-337-7155 • Mail: PO Box 3699, Washington, DC 20027-0199

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Officer of any conflicts or potential conflicts, as well as any actions taken to resolve the issues. Employees or officers who believe it is not possible to avoid a conflict of interest must make full written disclosure of the pertinent circumstances to their manager or any of the other individuals identified above, who will bring it to the attention of the Ethics Officer. The Ethics Officer will notify the OIG of reported conflicts or potential conflicts of interest involving an officer of the Corporation or an office director, and of any conflicts or potential conflicts that involve violations of laws, rules, or regulations, fraud, waste, abuse, or mismanagement, or other serious wrongdoing.

Except as otherwise provided herein, the Ethics Officer will make a determination as to whether a conflict or potential conflict of interest exists and what actions, if any, are necessary to resolve the issue. In the event that the employee or officer wishes to appeal the Ethics Officer's decision, he or she may submit a written appeal to the LSC President

within ten (10) business days of receiving the Ethics Officer's written decision.

Conflicts or potential conflicts of interest involving the Ethics Officer must be disclosed to the LSC President, who will make a determination as to whether a conflict or potential conflict of interest exists and what, if any, actions are necessary to resolve the issue. The Ethics Officer may appeal the President's decision to the Board of Directors.

The LSC President will disclose any conflict or potential conflict of interest involving the President to the Ethics Officer for determination and resolution. The Ethics Officer will render a written decision and report his or her decision to the Board. The LSC President may submit a written appeal to the Board of Directors within ten (10) business days of receiving the Ethics Officer's written decision. The Ethics Officer will be notified of the Board's decision and any action taken for purposes of record-keeping.

OIG Employees and Officers

Any OIG employee or officer who has or believes he or she has a conflict or potential conflict, or becomes aware of a conflict or potential conflict of interest involving another individual, must promptly disclose it to his or her manager, the OIG Ethics Officer, or other appropriate individual within the OIG (e.g., an Assistant Inspector General). The manager or other individual referenced above will promptly notify the OIG Ethics Officer of any conflicts or potential conflicts, as well as any actions taken to resolve the issues. Employees who believe it is not possible to avoid a conflict of interest must make full written disclosure of the surrounding circumstances to their manager or any of the other individuals identified above, who will bring it to the attention of the OIG Ethics Officer. The OIG Ethics Officer will make a determination as to whether a conflict or potential conflict of interest exists and what actions, if any, are necessary to resolve the issue. In the event the OIG officer or employee wishes to appeal the OIG's Ethics Officer's

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decision, he or she may submit a written appeal to the Inspector General within ten (10) business days of receiving the OIG Ethics Officer's decision.

Conflicts or potential conflicts of interest involving the OIG Ethics Officer must be disclosed to the Inspector General, who will make a determination as to whether a conflict or potential conflict of interest exists and what, if any, actions are necessary to resolve the issue.

Directors

Any Director who has or believes he or she has a conflict or a potential conflict of interest, or who becomes aware of a conflict or potential conflict of interest within LSC, will promptly bring it to the attention of the Ethics Officer who will make a determination as to whether a conflict or potential conflict of interest exists and what actions, if any, are necessary to resolve the issue, including abstaining from discussion and voting on the matter. If a Director wishes to appeal the Ethics Officer's

written decision, he or she may submit a written appeal to the Board of Directors within ten (10) business days. Any matter involving a conflict or potential conflict of interest will be approved only when a majority of disinterested Directors determine that it is in the best interest of LSC to do so. The minutes of the meetings at which such votes are taken will record such disclosure, abstention, and voting results.

If a Director becomes aware of a personal affiliation or involvement (including seeking future employment) with an organization applying for or receiving an LSC grant or contract, or otherwise seeking LSC business, or any such affiliation or involvement of an immediate family member of the Director, the Director must fully disclose the nature of such affiliation or involvement in writing to the Ethics Officer and the Board of Directors. The Ethics Officer, in conjunction with the Board of Directors, will make a determination about any appropriate limitations on the Director's involvement in any decision related to the LSC

grant or business.

The Ethics Officer and Inspector General will be notified of any reported conflict or potential conflict of interest involving a Director.

Confidentiality

Reports of conflicts or potential conflicts of interest may be submitted on a confidential basis and will be kept confidential to the extent practicable. Identity or other information will be disclosed only as reasonably necessary for purposes of this policy or when legally required; however, confidentiality is not guaranteed.

No Retaliation

LSC will not discharge, threaten, or discriminate against any employee, officer, or Director in any manner for reporting in good faith any conflicts or potential conflicts of interest involving another employee, officer, or Director. Any such act of retaliation will be reported immediately to the Inspector General.

Conflicts of Interest

The Ethics Officer (or the OIG Ethics Officer for OIG employees) will also be informed.

Violations of Policy

Violation of this policy will be treated as serious misconduct. Notify the Ethics Officer if you have a question or wish to report a potential or actual conflict of interest. Misinterpretation of this policy or lack of knowledge regarding its scope or applicability will not excuse a violation.

Outside Employment and Volunteer Activities of Employees and Officers

In an effort to prevent conflicts or potential conflicts of interest and to ensure that outside commitments do not infringe on any employee's or officer's official LSC duties and responsibilities, an employee paid in Band 3 or above may engage in outside employment or in volunteer activities relating to the provision of legal services only upon written notification to his or her manager and the approval of the

Ethics Officer, or of the OIG Ethics Officer for OIG employees. The Ethics Officer may engage in outside employment or in volunteer activities relating to the provision of legal services subject to the approval of the President. The OIG Ethics Officer may engage in outside employment or in volunteer activities relating to the provision of legal services subject to the approval of the Inspector General. LSC employees paid in Band 2 or below may engage in outside employment or in volunteer activities relating to the provision of legal services only if they notify their manager. Any notifications under this section must include the organization for which the work will be done, the nature of the work, the expected time commitment and remuneration, if any, to be received, as well as an evaluation of any potential conflicts of interest that could arise with LSC as a result of the employee's or officer's engagement in such activity. The manager must consult with the Ethics Officer, or the OIG Ethics Officer for OIG employees, for a determination as to whether a conflict of

interest or potential conflict of interest exists with respect to the outside employment or volunteer activities relating to legal services of an employee paid in Band 2 or below. If a conflict of interest or potential conflict of interest exists, then the employee may engage in such outside employment or activities only upon the approval of the Ethics Officer. Refer to § 5.4 of the LSC Employee Handbook (Outside Employment Policy) for further guidance on outside employment, and § 5.3 (LSC Property and Services) on using LSC assets for personal benefit. OIG employees may be subject to additional requirements or limitations on outside employment or activities.

In accordance with § 1005(a) of the LSC Act, LSC officers may not receive any salary or other compensation for services from any source other than the Corporation, except as authorized by the Board.

Use of LSC Property and Services

Employees, officers, and Directors should not

Conflicts of Interest

use LSC property and services, or allow their use, for personal benefit. LSC property and services may only be used for purposes related to the performance of an employee, officer, or Director's official duties, for limited (de minimis) personal uses, or for emergency situations. Refer to § 5.3 of the Employee Handbook (LSC Property and Services) for further guidance on using property and assets for personal benefit.

Conflict of Interest Questionnaire Employees and Officers

Upon commencement of employment and annually thereafter, all employees and officers must complete a "Conflict of Interest Questionnaire." Employees and officers are required to update the Conflict of Interest Questionnaire promptly whenever there has been a change in the affiliations or responses to questions. Employees and officers must disclose all of their affiliations, as requested by the form, even if there is no current conflict of interest. OIG employees may be subject to a separate or additional conflicts review process.

Directors

In accordance with § 3.05 of the LSC Bylaws and Guidelines on the Annual Disclosure of Outside Interests of the LSC Board of Directors, upon assuming office and annually thereafter, Directors must file a disclosure statement identifying any firm or organization with which he or she is or has been associated within the prior two years and the nature of the association. In the event the association is a result of a financial or ownership interest, that fact must be reflected in the disclosure statement, but the Director need not reveal the amount of financial interest.

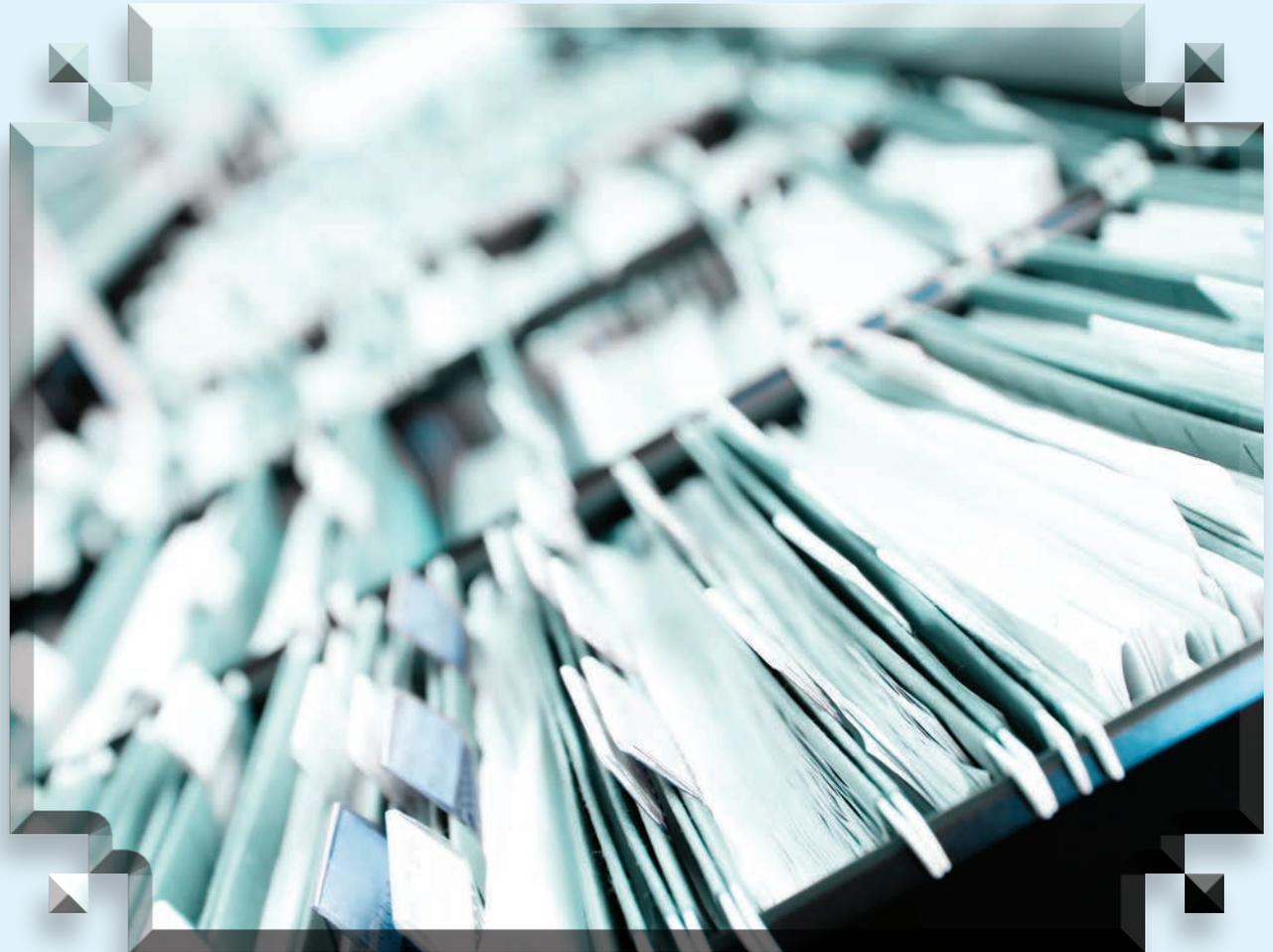
Interpretation

This policy cannot describe all conflicts of interest that may arise involving LSC. Employees, officers, and Directors must use good judgment to avoid any conflicts or appearances of impropriety. If you have any questions about this policy or its application, promptly seek advice from the appropriate Ethics Officer.

Recordkeeping

LSC requires honest and accurate recording and reporting of information in order to make responsible business decisions. In the course of their work, employees, officers, and Directors will create or receive LSC records in electronic and hardcopy form, including, but not limited to, e-mails, internal memoranda, voicemail, letters, charts, graphs, visual materials, and reports. Records created or received during the course of LSC business are LSC property and, regardless of their location, do not belong to the individual who created, received, or maintained them. All records of LSC must be kept according to approved retention and disposal procedures, or as prescribed by LSC policy or law.

All of LSC's books, records, accounts, and financial statements must be maintained in reasonable detail, must accurately and appropriately reflect LSC's transactions, and must conform both to applicable legal requirements and to LSC's system of internal controls. It is a violation of this Code to



Recordkeeping

prepare records or reports that are intentionally misleading. It is also a violation of this Code to intentionally omit or delete essential information from any record or report.

Employees, officers, and Directors must exercise prudence in formulating the communications they make while transacting LSC business. They must take care to use appropriate language and behave professionally when communicating with others in connection with the transaction of LSC business, including, but not limited to, their communications via e-mail.

Whenever it appears that records may be required in connection with a pending or reasonably anticipated lawsuit or government investigation, all potentially relevant records in electronic and hardcopy form must be preserved and retained, and ordinary disposal or alteration of any records pertaining to the subject(s) of the pending or reasonably anticipated lawsuit or investigation must be

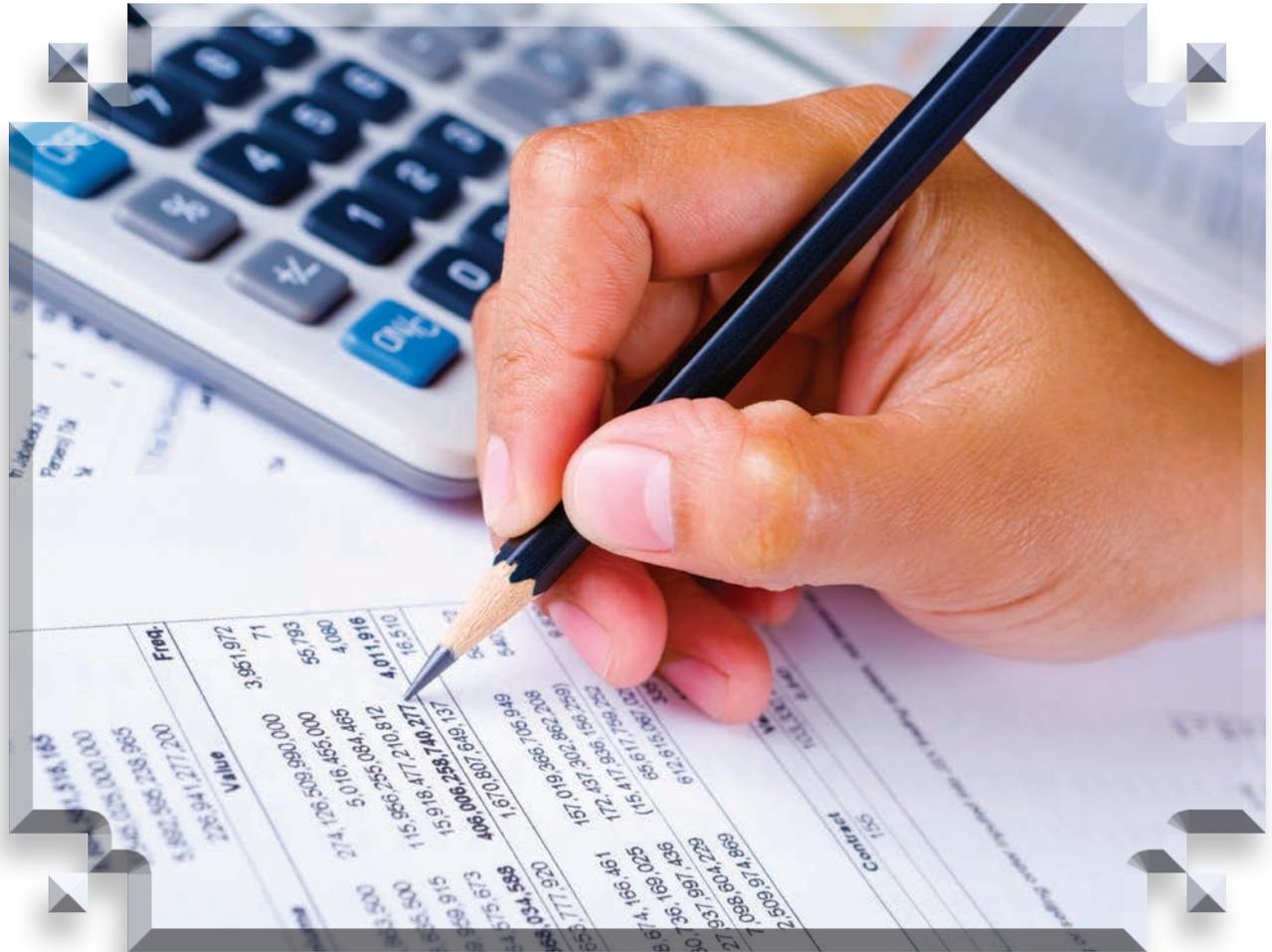
immediately suspended. If an individual is uncertain as to whether certain records under his or her control must be preserved because they may relate to a pending or reasonably anticipated lawsuit or investigation, he or she must preserve such records and contact LSC's Office of Legal Affairs for further guidance and direction.

Audits and Financial Statements

Employees, officers, and Directors must be responsive and accessible to auditors and will not in any way limit the scope of the auditors' work or restrict their access to LSC records or personnel.

Officers and Directors are responsible for the design and implementation of policies and processes to promote full, fair, accurate, timely, and understandable disclosure of LSC finances in public reports.

Officers and the Inspector General are responsible for reporting to the Board of Directors any significant disagreements between the LSC financial staff and the auditors with respect to accounting principles, methods, or practices, whether or not subsequently resolved.



Protection of LSC Assets

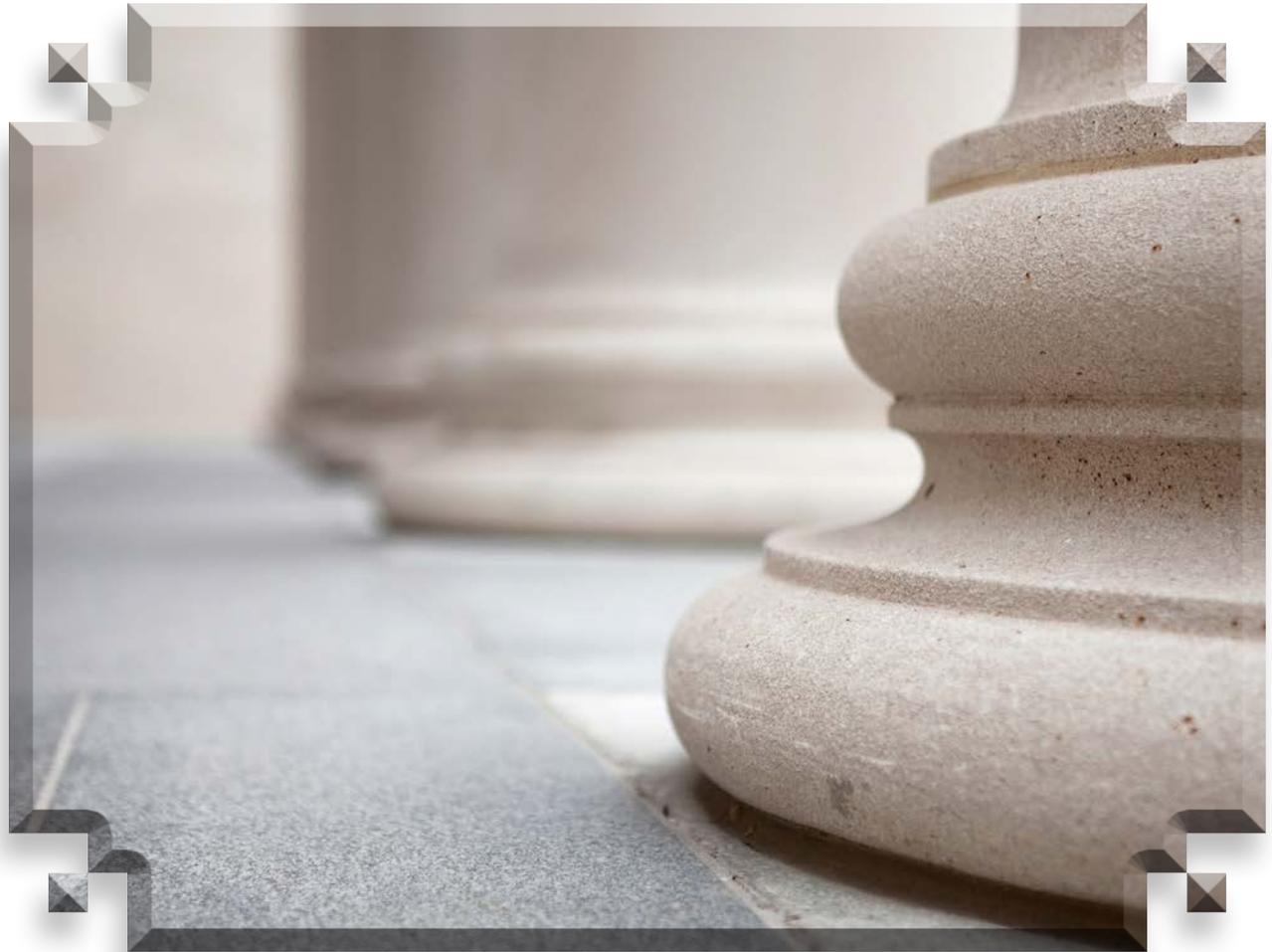
Employees, officers, and Directors have a continuing obligation to protect and conserve all corporate money, property, and other resources, expending them strictly in accordance with LSC policies and procedures. For further information, refer to § 5.3 of the Employee Handbook.



Restricted Political Activities

Employees and officers must comply with certain restrictions on political activity that are imposed by the LSC Act and regulations. Specifically, employees and officers must not intentionally identify LSC with the political activity of any party, association, or candidate. They must comply with the same federal “Hatch Act” restrictions on political activity that apply to state and local officials, which include prohibitions on using official authority (including official titles) to influence elections; advising or coercing a covered employee to contribute to a party, group, or person for political purposes; and running for political office in a partisan election. See 42 U.S.C. § 2996e(e)(2); 5 U.S.C. §§ 1501 et seq. Employees, officers, and Directors may not use any political test or qualification in taking personnel actions or administering grants.

The Office of Legal Affairs and the U.S. Office of Special Counsel are available to provide information and advice concerning Hatch Act restrictions.



Fair Dealing

Each employee, officer, and Director must endeavor to respect the rights of, and deal fairly with, LSC's grantees, applicants, stakeholders, suppliers, consultants, and employees. No one may abuse his or her authority or take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. Employees, officers, and Directors may not receive gifts or loans in connection with their LSC business dealings. Token gifts may be accepted in accordance with the LSC gift policy in § 11.13 of the Employee Handbook. Anyone found to be soliciting, receiving, accepting, or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be subject to termination and referral to law enforcement authorities for possible criminal proceedings.



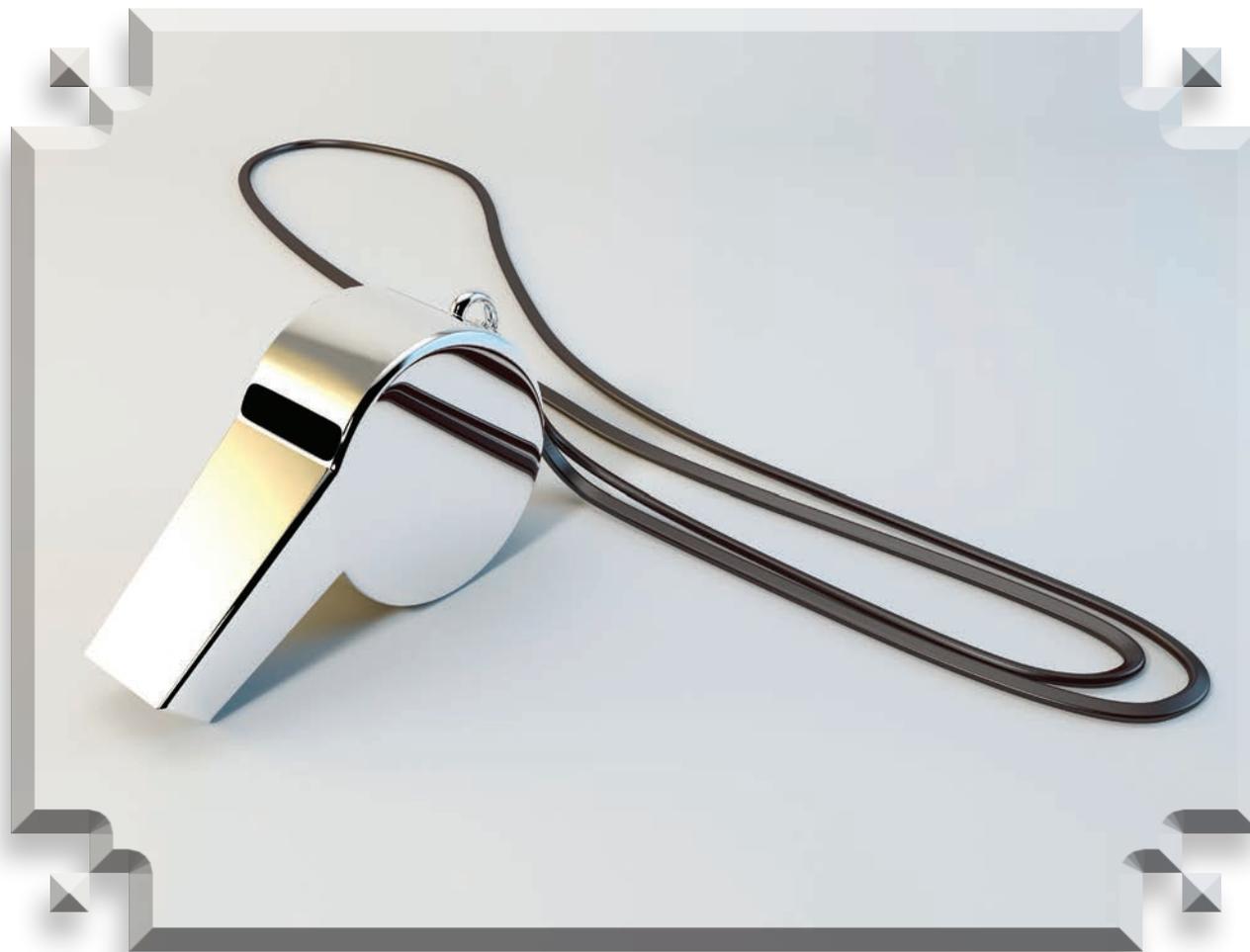
Whistleblower Protection

Purpose

The purposes of this policy are to encourage employees, officers, and Directors to report unlawful and unethical activity without fear of retaliation and to provide procedures for reporting and investigating such activity.

Statement of Policy

An employee, officer, or Director who observes, learns of, or in good faith believes it is likely that another employee, officer, or Director, or a director or an employee of an LSC contractor or of a recipient of LSC funding, has engaged in unlawful or unethical activity, must immediately report the actual or suspected activity to the Office of Inspector General (OIG) and cooperate fully in the investigation of the report by the OIG or other authorized law enforcement entities. Reported activities will be reviewed and addressed promptly. LSC will not retaliate against any employee, officer, or Director for reporting or participating in good faith in the investigation of such activity.



Whistleblower Protection

Scope

This policy applies to all LSC employees, officers, and Directors. Employees of the OIG are covered by this policy and included within the term “LSC employees and officers,” except as otherwise indicated. Any reference to “Directors” in this policy includes non-Director members of committees of the Board of Directors.

Examples of Unlawful or Unethical Activities

It is important that LSC be apprised of unlawful or unethical activity, or suspicions thereof, including, but not limited to, any of the following conduct:

- Violation of any law, rule, or regulation, or gross mismanagement, gross waste of funds, abuse of authority, or substantial and specific danger to public health and safety;

- Fraud;²
- Embezzlement, misappropriation of LSC funds, or use of LSC assets for personal gain or benefit;
- Theft from LSC;
- Supplying false or misleading information on LSC’s financial or other public documents, including its tax return (Form-990);
- Payment by LSC for services or goods that are not rendered or delivered;
- Providing false information to or withholding material information from Congress, the General Accounting Office, LSC’s Board, LSC’s auditors, or the OIG;
- Improper, questionable, or undocumented financial transactions on behalf of LSC;
- Violations of the LSC Code of Ethics and Conduct;
- Improper destruction of LSC records;
- Accepting or seeking anything of value from grantees, contractors, vendors, or people providing goods or services to LSC, with the exception of gifts in accordance with § 11.13 of the LSC Employee Handbook (Gifts, Fees, and Honoraria); or
- Facilitating or concealing any of the above or similar activity.

No Retaliation

LSC will not take, or threaten to take, a prohibited personnel action or otherwise retaliate against any employee, officer, or Director for reporting in good faith what he or she perceives to be any unlawful or unethical activity, or suspicions thereof, involving another employee, officer, or Director, including an employee of the OIG, or a director or

² Fraud is a false representation of a material fact, whether by words or by conduct, by false or misleading allegations, or by concealment of that which should have been disclosed, which deceives another so that he or she acts, or fails to act, to his or her detriment.

Whistleblower Protection

an employee of an LSC contractor or of a recipient of LSC funding, or for participating in the investigation of such a report. Prohibited personnel action includes, but is not limited to, recommended, threatened, or actual termination, demotion, suspension, or reprimand; involuntary transfer, reassignment, or detail; referral for psychiatric or psychological counseling; or failure to promote or hire or take other favorable personnel action.

If an employee, officer, or Director believes he or she has been subject to any such act of retaliation, he or she must report it immediately to the Inspector General. The OIG will investigate reports of retaliation or refer such reports to LSC management for investigation. Depending on the findings of such investigations, the LSC Board, management, or the Inspector General with respect to employees of the OIG, may impose disciplinary measures, up to and including removal from the Board (subject to § 3.06 of the LSC Bylaws) or termination of employment, against

an employee, officer, or Director who threatens or retaliates against another employee, officer, or Director.

Acting in Good Faith

Anyone reporting unlawful or unethical activity, or suspicions thereof, must act in good faith and have reasonable grounds for believing the information disclosed indicates unlawful or unethical activity. Reports made under this policy will be deemed in good faith if the person reporting had reasonable grounds to believe or suspect that the unlawful or unethical activity occurred, even if that belief or suspicion should prove to be unfounded.

Any allegations by employees, officers, or Directors that prove to be unfounded and which prove to have been made maliciously or knowingly to be false, will be subject to appropriate disciplinary action, up to and including removal from the Board (subject to § 3.06 of the LSC Bylaws) or termination of employment.

Reporting Requirements and Procedures

LSC has an open door policy and encourages employees, officers, and Directors to share their questions, concerns, suggestions or complaints with the OIG, who has the responsibility to investigate all reported complaints.

Any employee, officer, or Director who observes, learns of, or in good faith believes it is likely that another employee, officer, or Director, or a director or an employee of an LSC contractor or of a recipient of LSC funding, has engaged in unlawful or unethical activity must promptly disclose it to the Inspector General or the Assistant Inspector General for Investigations.

The OIG will notify the sender of the report of receipt of the report within five (5) business days. The OIG will review the report to determine whether an investigation is warranted and, if so, whether LSC management (the LSC President, Ethics

Whistleblower Protection

Officer, General Counsel, Vice President for Grants Management, Controller, or Director of the Office of Human Resources), the OIG, or external law enforcement officials should conduct such investigation.

If the OIG conducts such an investigation, it may refer the matter to LSC management, the LSC Board of Directors, or to external law enforcement authorities for follow-up action. If the OIG refers the matter to LSC management for investigation or follow-up action, the OIG may also require that, upon completion of the investigation or follow-up action, LSC management provide the OIG a report concerning the investigation or follow-up action.

In the event an LSC employee or officer (other than an employee of the OIG) who is the subject of an investigatory report or follow-up action wishes to appeal LSC management's report or action, he or she may submit a written appeal to the Chairman of the Board within ten (10) business days of receiving notice

of the report or action by LSC management.

Except as otherwise provided below, where an OIG employee is the subject of an OIG investigation, upon completion of the investigation, the Assistant Inspector General for Investigations will provide a written report to the Inspector General for review and follow-up action, if warranted by the investigation.

Reports Involving the Inspector General or Senior Employees of the OIG

Reports of unlawful or unethical activity regarding the Inspector General must be disclosed to the OIG; they may be made to the Assistant Inspector General for Investigations or to the OIG Ethics Officer. All such reports will be referred by the OIG to the Integrity Committee of the Council of the Inspectors General on Integrity and Efficiency (CIGIE Integrity Committee) for review and investigation, if warranted, in accordance with the provisions of §11(d) of the Inspector General Act of 1978, as amended (IG Act), and the

policies and procedures of the CIGIE Integrity Committee promulgated thereunder. Where an investigation is conducted by or under the purview of the CIGIE Integrity Committee, a report, including recommendations of the CIGIE Integrity Committee, will be forwarded to the Board of Directors for resolution. The CIGIE Integrity Committee is also required to provide a summary of the report and recommendations to designated committees of the Senate and House of Representatives. 5 U.S.C. App. § 11(d).

Reports of unlawful or unethical activity involving a senior employee of the OIG (an Assistant Inspector General or other employee who reports directly to the Inspector General) must be disclosed to the Inspector General, who will make a determination as to referral and investigation of the allegation(s) in accordance with the provisions of § 11(d) of the IG Act and the policies and procedures of the CIGIE Integrity Committee.

Whistleblower Protection

Confidentiality

Reports of unlawful or unethical activity, or suspicions thereof, may be submitted on a confidential basis. LSC will maintain confidentiality to the extent possible. Identity or other information will be disclosed only as reasonably necessary for purposes of this policy or when legally required.

Anonymous Reporting

Reports of unlawful or unethical activity, or suspicions thereof, may be made anonymously to the OIG or by completing an online form.³ Because the OIG, or designated investigator, will be unable to interview anonymous whistleblowers, it is important that anonymous whistleblowers provide as much specific detail in the report as possible, including, but not limited to, names of individuals involved and potential witnesses, to allow for an investigation of the report.

Records of Report

The OIG must retain for a period of at least seven (7) years all records relating to any reports of unlawful or unethical activity reported in accordance with this policy.

Interpretation

If you have any questions about this policy or its application, please promptly seek advice from the OIG.

³ In addition, the OIG maintains a hotline to receive reports of suspected fraud, waste, or abuse. More information for the OIG Hotline is available at <http://www.oig.lsc.gov/org/hotline.htm>. Reports to the OIG Hotline can be made via: Phone: 1-800-678-8868 or 202-295-1670 • Email: hotline@oig.lsc.gov • Online: Form is available at http://www.oig.lsc.gov/hotline_form/hotline.aspx • Fax: 202-337-7155 • Mail: PO Box 3699, Washington DC 20027-0199

Equal Employment Opportunity

Purpose

LSC is committed to providing equal employment opportunity in all of its employment programs and decisions. Discrimination in employment on the basis of any characteristic protected under federal, state, or local law is illegal and is a violation of LSC's policy. The purposes of this policy are to prohibit and prevent discrimination and harassment in the workplace, encourage employees, officers, and Directors to report instances of alleged discrimination and harassment without fear of retaliation, and to provide procedures for reporting and investigating such activity.

Scope

This policy applies to all LSC employees, officers, Directors and third parties over whom LSC has control. Employees of the Office of Inspector General (OIG) are covered by this policy and included within the term "LSC employees and officers," except as otherwise indicated. Any reference to "Directors" in this



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policy includes non-Director members of committees of the Board of Directors. This policy applies to all terms and conditions of employment, appointment or contracting, including, but not limited to, recruiting, hiring, firing, transferring, promoting and demoting, evaluating, disciplining, scheduling, training, or deciding compensation and benefits.

Statement of Policy

Equal employment opportunity is provided to all employees and applicants for employment without regard to race, color, sex, age, religion, national origin, sexual orientation, personal appearance, political affiliation, pregnancy, genetic information, gender identity or transgender status, status as a victim of an intrafamily offense, domestic partner or familial status, marital status, matriculation, family responsibilities, source of income, place of residence or business, veteran status or active military service, or disability, or any other factor protected by local, state, or federal law (collectively “protected traits”).

In accordance with applicable federal, state, and local laws protecting qualified individuals with disabilities, LSC will attempt to reasonably accommodate those individuals unless doing so would create undue hardship for LSC or if, with reasonable accommodation, the employee is unable to perform the essential functions of his or her position without posing a direct threat to the health or safety of the employee or other individuals in the workplace. Any applicant or employee who needs a reasonable accommodation to apply for employment or to perform the essential functions of his or her job should contact the Director of the Office of Human Resources (HR Director).

LSC is committed to providing a diverse and inclusive work environment free of discrimination and harassment, including sexual harassment. LSC strictly prohibits and does not tolerate discrimination and harassment by anyone regardless of the sex of the individuals involved. This policy

applies to all discrimination and harassment, regardless of whether it is verbal, non-verbal, or physical, on the basis of a protected trait. Discrimination and harassment are prohibited in the workplace and in any work-related setting outside the workplace, such as during business trips, business meetings, and LSC-sponsored events.

An employee, officer, or Director who believes that he or she has been subjected to, or witnesses or becomes aware of, behavior that may violate this policy should promptly report the conduct in accordance with the procedures provided under § 5 (Reporting Requirements and Procedures). LSC will not retaliate nor tolerate retaliation against any individual who, in good faith, reports or participates in the investigation of potential violations of this policy. LSC will take reasonable and appropriate remedial action to address violations of this policy, up to and including termination.

Equal Employment Opportunity

Definitions

COMPLAINANT: An individual who has alleged a violation(s) of this policy.

DISCRIMINATION: For the purposes of this policy, adverse treatment of an individual based on any protected trait(s) under applicable federal, state, or local law, rather than on the basis of his or her individual merit, with respect to the terms, conditions, or privileges of employment, appointment or contracting including, but not limited to, recruiting, hiring, firing, transferring, promoting and demoting, evaluating, disciplining, scheduling, training, or deciding compensation and benefits.

GENDER IDENTITY OR EXPRESSION: A gender-related identity, appearance, expression, or behavior of an individual, regardless of the individual's assigned sex at birth.

GENETIC INFORMATION: Information about the presence of any gene, chromosome, protein, or certain metabolites that indicate or confirm

that an individual or an individual's family member has a mutation or other genotype that is scientifically or medically believed to cause a disease, disorder, or syndrome, if the information is obtained from a genetic test.

HARASSMENT: For the purposes of this policy, any unwelcome verbal, non-verbal, or physical conduct that has the purpose or effect of unreasonably interfering with an individual's work performance and/or creating an intimidating, hostile, or offensive work environment as a result of an individual's protected trait(s) under applicable federal, state, or local law. Examples of harassment include, but are not limited to:

- **VERBAL** – Epithets, negative or derogatory statements, threats, slurs, comments, stereotyping, or jokes regarding a person's protected trait(s).
- **NON-VERBAL** – Inappropriate gestures, distribution or display of any written or

graphic materials, including calendars photographs, posters, cartoons, or drawings that ridicule, denigrate, insult, belittle, or show hostility or aversion toward an individual or group because of their protected trait(s).

- **PHYSICAL** – Assault, unwanted or inappropriate physical contact, including, but not limited to, pushing, slapping, poking, punching, shoving, blocking normal movement, or purposely bumping into an individual.

MARITAL STATUS: The state of being married or in a domestic partnership, divorced or separated (as such statuses are determined by applicable law), or the state of being single or widowed, and the usual conditions associated therewith, including pregnancy or parenthood.

PERSONAL APPEARANCE: The outward appearance of any person, irrespective of sex, with regard to bodily condition or

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characteristics, manner or style of dress, and manner or style of personal grooming, including, but not limited to, hair style and beards. It shall not relate, however, to the requirement of cleanliness, uniforms, or prescribed standards, when uniformly applied for admittance to a public accommodation, or when uniformly applied to a class of employees for a reasonable business purpose; or when such bodily conditions or characteristics, style or manner of dress or personal grooming presents a danger to the health, welfare, or safety of any individual.

RESPONDENT: An individual alleged to have violated this policy.

SEXUAL HARASSMENT: For the purposes of this policy, any harassment based on an individual's sex or gender. It includes harassment that is not sexual in nature (for example, offensive remarks about an individual's sex or gender), as well as any unwelcome sexual advances, requests for

sexual favors, or any other conduct of a sexual nature, when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of employment; or
- Submission to or rejection of such conduct is used as a basis for an employment decision or an adverse action; or
- Such conduct has the purpose or effect of substantially or unreasonably interfering with an employee's work performance by creating an intimidating, hostile, or offensive work environment.

Sexual harassment applies to males sexually harassing females or other males, and to females who sexually harass males or other females.

Examples of sexual harassment include, but are not limited to:

- **VERBAL** – Epithets, derogatory statements, sexually degrading words to describe an individual, slurs, threats, sexually-related or suggestive comments or jokes; unwelcome sexual advances, propositions, suggestions, movement, or physical action; requests for any type of sexual favors; sexual innuendoes; lewd remarks; gossip regarding an individual's sex life; comments on an individual's body or dress; comments about an individual's sexual activity, deficiencies, or prowess; inquiring into an individual's sexual experiences; or discussion of one's sexual activities.
- **NON-VERBAL** – Distribution or display of any written or graphic material, including calendars, posters, cartoons, or drawings that are sexually suggestive, or that show hostility toward an individual or group because of sex; suggestive or insulting gestures, sounds, leering, staring, and whistling; obscene gestures or content in letters, notes, facsimiles, and e-mail; or

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knowingly playing music or visual media with lyrics or dialogue of a sexual or offensive nature.

- **PHYSICAL** – Unwelcome, unwanted physical contact, including, but not limited to, touching, tickling, pinching, patting, brushing up against, hugging, cornering, kissing, fondling or sexual assault.

Other sexually oriented conduct, whether it is intended or not, that is unwelcome and has the effect of creating a work environment that is hostile, offensive, or intimidating may also constitute sexual harassment.

Reporting Requirements and Procedures

Complaints by LSC Employees, Officers, and Directors (including Employees of the OIG)

Any employee, officer, or Director (including employees of the OIG) who believes he or she has been subjected to discrimination or ha-

arrassment prohibited by this policy, or who witnesses or becomes aware of alleged discrimination or harassing conduct, except as provided for under *Complaints Against OIG Officers and Employees*, should promptly report, orally or in writing, the conduct to the director of his or her office, the General Counsel, the Vice President for Grants Management or the HR Director. If the report is made to anyone other than the HR Director, the person receiving the report must promptly communicate the report to the HR Director. The HR Director will consult with the appropriate manager(s) to ensure that immediate action is taken to stop any potential policy violations and prevent further potential policy violations while the allegations are being investigated.

The HR Director, independently or through her or his designated agent, will conduct a prompt, thorough, and impartial investigation of all complaints (and may, in her or his discretion, engage external investigators to conduct an investigation of a report). The HR Director or

designated investigator will consult with the complainant and respondent and interview all relevant identified witnesses or other parties. LSC expects all officers and employees to fully cooperate with any investigation conducted. The HR Director or designated investigator will conclude the investigation expeditiously and prepare a written summary of her or his findings and, if it is determined that a policy violation has occurred, the HR Director will prepare recommendations as to corrective action(s), commensurate with the severity of the offense, up to and including termination. If the HR Director's investigation is inconclusive or it is determined that there has been no policy violation, but some potentially problematic conduct is revealed, recommendations may be made for preventative or ameliorative action.

After the investigation is concluded, the HR Director will promptly meet with the complainant and respondent separately to notify them of the findings of the investigation and the action being recommended. In the event the complainant

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or the respondent wishes to appeal the HR Director's findings or recommendations, he or she may submit a written appeal to the President within ten (10) business days after meeting with the HR Director.

If the alleged discriminatory or harassing conduct involves the HR Director, the complainant should promptly report the conduct to the Ethics Officer. The Ethics Officer will conduct a prompt, thorough, and impartial investigation of a report and will render a written summary of his or her findings and, if it is determined that a policy violation has occurred, recommend corrective action(s) to be taken.

If the alleged discriminatory or harassing conduct involves the LSC President or a Director, the HR Director will conduct a prompt, thorough, and impartial investigation of the complaint and will render a written summary of her or his findings and, if it is determined that a policy violation has occurred, recommend corrective action(s) to be taken to the Board. The

LSC President, a Director, or the complainant may submit a written appeal to the Board of Directors within ten (10) business days of receiving the HR Director's written decision. The Chairman of the Board will promptly refer the appeal to the Governance and Performance Review Committee for a recommendation regarding the Board's action. The Committee will review the appeal and make a recommendation to the Board. The Board will then consider and act on the recommendation. Consistent with the provisions of the LSC Act, 42 U.S.C. § 2996c(g), and 45 C.F.R. Part 1622, consideration and action by the Committee and Board regarding an appeal may be held in closed session. The Chairman of the Board will notify the HR Director of the Board's decision and any action taken for purposes of record-keeping.

Complaints Against OIG Employees and Officers

Any employee, officer, or Director who believes he or she has been subjected to discrimination or harassment by an employee or officer of the

OIG prohibited by this policy, or who witnesses or becomes aware of alleged discrimination or harassing conduct by an employee or officer of the OIG, should promptly report, orally or in writing, the conduct to the director of his or her office, the General Counsel, the Vice President for Grants Management, the HR Director, or the Inspector General. If the report is made to anyone other than the Inspector General, the person receiving the report will promptly communicate the report to the Inspector General. The Inspector General will take immediate action to stop any potential policy violations and prevent further potential policy violations while the allegations are being investigated.

The Inspector General or his or her designee will fully investigate all complaints (and may, in his or her discretion, engage external investigators to conduct an investigation of a report). The Inspector General or designated investigator will consult with the complainant and respondent and interview all relevant identified witnesses or other parties. The Inspector

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General will conclude the investigation expeditiously and prepare a written summary of his or her findings and, if it is determined that a policy violation has occurred, the Inspector General will determine the corrective action(s) to be taken. If the Inspector General's investigation is inconclusive or it is determined that there has been no policy violation, but some potentially problematic conduct is revealed, preventative or ameliorative action may be taken. After the investigation is concluded, the Inspector General or his or her designee will meet with the complainant and respondent separately to notify them of the findings of the investigation and the action being recommended.

If the alleged discriminatory or harassing conduct involves the Inspector General the complainant or LSC official to whom a complainant has made an initial report must promptly report, orally or in writing, the conduct to the Assistant Inspector General for Investigations or the OIG Ethics Officer. All such reports will be referred to the Integrity Committee of the

Council of the Inspectors General on Integrity and Efficiency (CIGIE Integrity Committee) for review and investigation, if warranted, in accordance with the provisions of § 11(d) of the Inspector General Act of 1978, as amended (IG Act), and the policies and procedures of the CIGIE Integrity Committee promulgated thereunder. Where an investigation is conducted by or under the purview of the Integrity Committee, a report, including recommendations of the CIGIE Integrity Committee, will be forwarded to the Board of Directors for resolution. The CIGIE Integrity Committee is also required to provide a summary of the report and recommendations to designated committees of the Senate and House of Representatives. 5 U.S.C. App. § 11(d).

If the alleged discriminatory or harassing conduct involves a senior employee of the OIG (e.g., an Assistant Inspector General or other employee who reports directly to the Inspector General), the Inspector General will make a determination as to referral and investigation

of the allegation(s) in accordance with the provisions of § 11(d) of the IG Act and the policies and procedures of the CIGIE Integrity Committee.

Complaints Against Employees, Officers or Governing Body Members of Recipients

Any employee, officer, or Director (including employees of the OIG) who believes he or she has been subjected to discrimination or harassment prohibited by this policy by an employee, an officer, or a member of the governing body of a recipient of LSC funds, or who witnesses or becomes aware of alleged discrimination or harassing conduct, should promptly report, orally or in writing, the conduct to the director of his or her office, the General Counsel, the Vice President for Grants Management or the HR Director. If the report is made to anyone other than the HR Director, the person receiving the report must promptly communicate the report to the HR Director.

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The HR Director will promptly communicate the report to the Executive Director of the recipient or, if the report involves the Executive Director, to the chair of the recipient's governing board. The HR Director will request that the recipient promptly investigate the report, consistent with the recipient's Equal Opportunity and Sexual Harassment Policy required under LSC's Grant Assurances. The HR Director will request the recipient to prepare a written summary of the recipient's findings and any follow-up actions the recipient has taken or proposes to take. LSC reserves the right to take further action, including conducting its own investigation, following receipt of the recipient's report.

Confidentiality

Reports of alleged discrimination and harassment may be submitted on a confidential basis. LSC will maintain confidentiality to the extent possible, consistent with a thorough investigation. Information received and the privacy of the individuals involved will be disclosed only as reasonably necessary for purposes of this

policy or when legally required; however, confidentiality is not guaranteed.

No Retaliation

LSC prohibits retaliation against individuals who report or allege violations of this policy, or who are involved in the investigation of potential policy violations. An individual who makes a good faith report of what he or she believes to be violations of this policy; participates in the investigation of potential violations of this policy; or files, testifies, assists, or participates in any manner in any investigation, proceeding, or hearing conducted by a governmental enforcement agency, will not be subject to reprisal or retaliation, including, but not limited to, termination, demotion, suspension, failure to hire or consider for hire, failure to give equal consideration in making employment decisions, failure to make employment recommendations impartially, adversely affecting working conditions or otherwise denying any employment benefit. Any person found to have retaliated against an individual for reporting a

violation of this policy or for participating in an investigation of allegations of such conduct will be subject to appropriate disciplinary action, up to and including termination.

Contact the HR Director if you have any questions or concerns regarding this policy or if you believe this policy may have been violated.



LSC Code of Ethics and Conduct Acknowledgment Form

I hereby acknowledge that I have reviewed and understand the Legal Services Corporation's Code of Ethics and Conduct (Code). I agree to comply with the standards contained in the Code and all related policies and procedures as is required as part of my continued employment or association with LSC. I understand that LSC does not intend for the Code to create a contract of employment or any type of binding obligation on LSC. I further understand that any violation of the Code or failure to take action as mandated by the Code may result in disciplinary action, up to and including termination of employment.

LSC may periodically review the Code and it reserves the right to amend or interpret the Code as it deems appropriate in its sole discretion. A copy of this acknowledgment form will be placed in my personnel file.

Printed Name: _____

Title: _____

Office: _____

Signature: _____

Date: _____





Design Marcos A. Navarro

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Legal Services Corporation ■ **Code of Ethics and Conduct**