

THE REPRODUCTIVE HEALTH ACCESS PROJECT CODE OF ETHICS

Code of Ethics

I. Introduction

The Reproductive Health Access Project (“RHAP”) has adopted this code of ethics (the “Code”) for its directors, officers, employees, interns and volunteers (each, a “Covered Person”). In addition, independent contractors, consultants and agents who represent RHAP are expected to strive for the same high standards as RHAP’s employees, officers and directors while working on RHAP’s business. All references herein to dealings with, or actions of or transactions with, RHAP also refer to dealings with, or actions of or transactions with, any subsidiary or affiliate of RHAP and any other entity in which RHAP has a substantial financial interest.

The Code is intended to help foster the values of RHAP, which include: (i) the highest ethical standards, integrity, and accountability within the entire organization; (ii) RHAP’s commitment to the public good and accountability to the public; (iii) respect for the worth and dignity of individuals; (iv) inclusiveness and social justice; (v) respect for pluralism and diversity; (vi) transparency, integrity and honesty; (vii) responsible stewardship of resources and (viii) commitment to excellence and maintaining the public trust.

This Code represents the guidelines and ideals to which we aspire, but do not, however, create a binding or enforceable obligation against RHAP by any party. No code or policy can anticipate every situation that may arise. This Code is intended to serve as a source of guiding principles for all Covered Persons. RHAP welcomes and encourages questions about particular circumstances that may bear on one or more of the provisions of this Code to the attention of the President of RHAP’s Board of Directors (the “Board”), who will consult with RHAP’s Board and with inside or outside legal counsel as appropriate.

II. Mission

RHAP’s mission is to ensure that women and teens at every socioeconomic level can readily obtain birth control and abortion from their own primary care clinician. Through training, advocacy and mentoring programs, RHAP helps family physicians and other clinicians make birth control and abortion a part of routine medical care.

III. General Principles

In all of their dealings on behalf of, or with RHAP, each Covered Person should seek to:

- engage in and promote honest and ethical conduct, including by avoiding actual or potential conflicts of interest between personal and business or professional relationships;
- act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing his/her independent judgment to be subordinated to the judgment of others;
- produce full, fair, accurate, timely, and understandable disclosure in reports, financial or otherwise, and documents that RHAP files with, or submits to governmental and regulatory bodies, and in other public communications;
- comply with all applicable governmental laws, rules and regulations (including, but not limited to, those relating to disclosure of the business activities and/or performance of RHAP);
- promptly report violations of this Code or any other code of conduct, by a Covered Person, to the appropriate persons;
- protect the confidentiality of non-public information about RHAP and its customers, suppliers or other third parties, and prevent the unauthorized disclosure of such information unless required by law;
- ensure the responsible use of, and control over, all assets of RHAP and resources entrusted to his or her care; and
- assume accountability for compliance with, and the interpretation and enforcement of, this Code.

IV. Governance

RHAP has an active Board that is responsible for setting the mission and strategic direction of RHAP and oversight of the finances, operations, and policies of RHAP. The Board:

- should seek to ensure that its members or trustees have the requisite skills and experience to carry out their duties and that all members understand and fulfill their governance duties acting for the benefit of RHAP and its public purpose;
- should adopt and implement a conflict of interest policy so that conflicts of interest, as well as the appearance of conflicts of interest, are avoided or properly managed through disclosure, recusal, or other means;
- is responsible for the hiring, firing, and regular review of the performance of the Executive Director, and should seek to ensure that the compensation of the Executive Director is reasonable and appropriate;

- should seek to ensure that the Executive Director and appropriate staff provide the Board with timely and comprehensive information so that the Board can effectively carry out its duties;
- should seek to ensure that RHAP conducts all transactions and dealings with integrity and honesty;
- should seek to ensure that RHAP promotes working relationships with all Covered Persons and program beneficiaries that are based on mutual respect, fairness and openness;
- should seek to ensure that RHAP is fair and inclusive in its hiring or engagement and promotion policies and practices for all Covered Person positions;
- should seek to ensure that policies of RHAP are in writing, clearly articulated, officially adopted, and consistently enforced;
- should seek to ensure that the resources of RHAP are responsibly and prudently managed; and,
- should seek to ensure that RHAP has the capacity to carry out its programs effectively.

V. Law and Ethics

It is the duty of every covered Person to know and understand all laws, rules and regulations pertaining to that person's position, and each Covered Person is responsible for carrying out his or her assigned duties in accordance with such laws, rules and regulations, as well as all RHAP policies. All resolutions and other legal actions by the Board should be tailored satisfy two requirements: (1) they shall be legally permissible, and (2) they shall also reflect the highest ethical standards as determined by the Board in the exercise of its sole discretion.

VI. Stewardship

In managing its funds responsibly and prudently, RHAP shall seek to:

- Devote a reasonable percentage of its annual budget to programs in pursuance of its mission;
- Incur administrative costs adequate to ensure effective accounting and legal compliance systems, internal controls, competent staff, and other expenditures critical to professional management;
- Pay compensation, in return for services, that is reasonable but not excessive;
- Avoid accumulating RHAP's operating funds excessively;

- Draw prudently from restricted funds in a manner consistent with the restrictions;
- Follow spending practices and policies that are fair, reasonable, and appropriate to fulfill the mission of RHAP;
- Maintain reasonable fundraising costs, recognizing the variety of factors that affect fundraising costs; and
- Ensure that all financial reports are factually accurate and complete in all material respects.

VII. Diversity

RHAP has a policy of promoting inclusiveness and its staff, board and volunteers reflect diversity in order to enrich its programmatic effectiveness. RHAP is continually striving to take meaningful steps to promote inclusiveness in its hiring, engagement, retention, promotion, board recruitment and constituencies served.

VIII. Evaluation

RHAP is committed to improving, continually, its public programs and its organizational quality. RHAP will strive to periodically review its program and incorporate lessons learned into future programs. RHAP aims to be responsive to new developments in its field of activity and will strive to be responsive to the interests of its audiences and other constituencies.

RHAP shall look to develop and implement an evaluation procedure whereby the performance of the Board as a whole, each of its committees, and each director is evaluated periodically.

IX. Fundraising

RHAP shall comply with the fundraising requirements of Title 13 of the New York Code of Rules and Regulations. To the extent permissible by law, RHAP shall respect the privacy concerns of individual donors and follow donor intent in making expenditures. In raising funds from the public, RHAP shall make efforts to:

- Make available to donors information regarding the mission of RHAP, how resources will be used, and the integrity of RHAP causing donations to be used effectively for their intended purposes;
- Make available to donors the identity of those serving on RHAP's Board;
- Make available to donors RHAP's most recent Form 990 filings;
- Use contributions for the purposes for which they were given;

- Provide appropriate acknowledgement and recognition of contributions;
- Treat information about donations with respect and with confidentiality to the extent provided by the law;
- Provide an opportunity for donors to delete their names from mailing lists that may be used by others;
- Encourage donors to ask questions when making a donation, and provide prompt, truthful, and forthright answers.

X. Transparency

To the extent possible, RHAP shall seek to provide comprehensive and timely information to the public, the media, and all stakeholders and shall be responsive in a timely manner to reasonable requests for information. All information about RHAP shall fully and honestly reflect the policies and practices of RHAP. All solicitation materials shall accurately represent RHAP's policies and practices. All financial and program reports shall be complete and accurate in all material aspects.

The following governance documents shall be posted on RHAP's website: Conflict of Interest Policy and Code of Ethics, along with RHAP's Form 990 for the most recent three years. The website shall invite comments by readers with regard to any governance document.

XI. Non-Charitable Activities

Covered Persons may not use RHAP premises or RHAP equipment (computers, phones, e-mail, etc.), whether during or outside of working hours, to undertake any activity for any purpose other than a charitable, scientific, or educational purpose described in section 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended.

XII. Political Activities

While Covered Persons may engage in the political process in their individual capacities and on their free time, RHAP is strictly prohibited from engaging in electoral politics. Therefore, employees may not conduct political activities from RHAP premises or with RHAP equipment (computers, phones, e-mail, etc.) whether during or outside of working hours. Employees may not make solicitation phone calls, or send solicitation e-mails, for or on behalf of a political candidate from RHAP premises or with RHAP equipment.

XIII. Confidentiality

All Covered Persons have a duty to safeguard information that is proprietary to RHAP. Information about RHAP that is confidential or proprietary and obtained

by a Covered Person as a consequence of such person's association with RHAP may not be disclosed to third parties unless expressly authorized by RHAP.

XIV. Complaints

Any person, whether or not connected with RHAP, may lodge a complaint of unethical conduct against a Covered Person by filing such complaint, written or oral, with any director or officer of RHAP. RHAP will seek to investigate and address these complaints in a manner consistent with its internal processes.

XV. Remedies

Any member of the Board who fails to comply with this Code may be removed from membership in accordance with the by-laws. If any other Covered Person fails to comply with this Code, that person may be put on notice or their relationship with RHAP terminated, in the discretion of the Executive Director or the Board.

XVI. Annual Affirmation Statement

RHAP shall provide a copy of this Code to every Covered Person. Each year the Annual Certificate of Compliance, in the form attached hereto, shall be signed by each director, officer, employee, and intern affirming that such person has received a copy of this Code, has read and understands it, and agrees to comply with it. Volunteers are not required to sign and submit such a Statement.

The Annual Certificate of Compliance shall be submitted to the chief executive officer or the secretary of RHAP and then filed with the minutes of the first meeting of the Board held each year after 12/31/11.

Form of Annual Certificate of Compliance

I, [____], hereby certify that, except to the extent noted below, I have read, understand and aim in compliance with the terms of the foregoing "Code of Ethics." As such, I have signed and dated this Annual Certificate of Compliance accepting the Code of Ethics. I note the following exceptions and/or questions for consideration by the President.

[_____]

[_____]

[_____]

Date _____

Signature _____

Title _____