

STATEMENT OF NEW ENGLAND LEGAL FOUNDATION ETHICS

It is the policy of the New England Legal Foundation (NELF) to conduct its business in an honest and forthright manner. To this end, NELF employees strive for excellence in their work and for a consistent standard of integrity in their business dealings.

Consistent with this objective is NELF's requirement that all employees comply with applicable bylaws and policies of NELF, and all relevant laws and regulations in conducting NELF's business. No violation of the spirit or intent of these bylaws, policies, laws and regulations will be tolerated.

To maintain consistent standards of integrity:

1. NELF employees shall not become involved in any activity which might influence, be reasonably expected to influence, or give the appearance of influencing their objective business judgment in dealing with others. Employees shall not become involved in conflict-of-interest situations. Employees are expected to devote their full-time business day to advance NELF's interests; any outside employment which may interfere with this expectation requires written approval by the President, or – as to the President – by the Board.
2. No NELF employee shall engage in illegal or unethical actions involving any person or organization doing business or attempting to do business with NELF.
3. NELF employees shall maintain complete and accurate books, records and documentation in accordance with the accounting rules and controls established by NELF.
4. The President and General Counsel shall have responsibility: (a) to ensure that these policies are annually communicated to the employees reporting to them; (b) to clarify and explain said policies when necessary; (c) to monitor compliance therewith, and (d) to report all known (or suspected) violations of said policies to the Board Chair and Audit Committee.

Where a question arises whether a particular anticipated course of business conduct is ethical or legal, the individual contemplating the action or directed to perform the action shall seek advice from the President and General Counsel.

Failure to comply with this policy and any specific implementing policies may result in dismissal from employment or other disciplinary action. Violations of law will be reported to appropriate law enforcement officials.

This Ethics Policy shall be distributed to all directors, officers, and employees of NELF, as well as any contractors, vendors, or volunteers who provide substantial services to NELF.

II. Ethical Business Relationships

To ensure that NELF maintains a reputation for ethical conduct in its business relationships, it is the individual responsibility of each employee to avoid any activity or interest that might tend to discredit him or herself, or NELF. Specific prohibitions are as follows:

Each employee will be free of any investment, association or connection, which interferes, or may appear to interfere, with the independent exercise of his or her judgment on behalf of NELF. The fulfillment of this obligation shall include, but not be limited to, the following:

1. No employee may own directly or indirectly, or act as agent or trustee for any financial interest in any supplier of goods or services to NELF, unless such financial interest is in stocks, bonds or other publicly traded securities of a corporation, and the interest comprises less than five percent (5%) of the assets of the corporation, unless otherwise disclosed to and approved by the Board.
2. No employee may hold a position of director, officer, employee, trustee, statutory employee, independent contractor or agent with any such supplier.
3. No employee may accept personal favors, gifts, entertainment or gratuities from any supplier or potential supplier with either a retail price or fair-market value in excess of \$250 unless, prior to accepting or receiving such personal favor or gratuity, the employee submits a written statement of justification that is approved by the President and General Counsel. A copy of the approved justification will be filed with the Director, Finance and Operations.
4. No employee may use, for personal gain, any information that he or she acquires in the course of his or her employment.
5. Any employee involved in any situation that may represent a possible conflict of interest, shall report it immediately to President and General Counsel.

Employees who in good faith believe that a fellow employee, supervisor, manager, or director is in violation of this policy are encouraged to report their concerns as discussed in Section III below.

III. Whistleblower Policy

It is the responsibility of each NELF employee, director, and contractor to report in good faith any concerns he or she may have regarding actual or suspected violations of this Ethics Policy or any NELF policies or controls. Reports may be made in person, in writing, by telephone, or by email to any of the following contacts:

- Chairman of the Audit Committee:
- Chairman of the Board:
- President and General Counsel:

Reports may be made anonymously. To make an anonymous report by letter, please address an envelope marked “CONFIDENTIAL” to any of the contacts above.

No person who in good faith makes a report pursuant to this policy shall suffer intimidation, harassment, retaliation, discrimination, or adverse employment consequences because of such report. A report is made in good faith if the person making the report reasonably believes that the information reported is true and constitutes a violation of the law or of NELF policies or controls.

The Chair of the Audit Committee, in conjunction with the President and General Counsel, shall be responsible for investigating and resolving all whistleblower reports. At the discretion of the President and General Counsel, investigative responsibilities may also be delegated to NELF staff including, where appropriate, the Director, Finance and Operations. Unless legally required, any investigation shall not reveal the identity of a person who reported a concern anonymously or which would otherwise compromise the integrity of any investigation. For example, under no circumstances shall a person who is the subject of a whistleblower complaint be involved in the investigative process (except as necessary for the conduct of such process, *e.g.*, such person may be interviewed to elicit relevant facts), nor shall the person be present for any Board or committee deliberations or voting which relate to the whistleblower complaint.

The Chair of the Audit Committee shall report to the Audit Committee at each regularly scheduled board meeting regarding the implementation of this

Whistleblower Policy and the general type and resolution of recent whistleblower complaints.

IV. Use of and Accounting for NELF Funds and Assets

1. The use of NELF funds or assets for any unlawful or improper purpose is strictly prohibited.
2. No undisclosed or unrecorded fund or asset of NELF shall be established for any purpose.
3. The appropriate employees of NELF will make and keep books, records, and accounts, in reasonable detail, sufficient to reflect accurately and fairly all financial transactions and the disposition of funds and assets in accordance with NELF's money management policy.
4. Periodic compliance reviews shall be the responsibility of the Audit Committee.