

# PEAK Grantmaking Code of Conduct

## Purpose and Scope

This Code of Conduct establishes behavioral expectations for persons who participate in PEAK events, programs, or forums. The Code is designed to properly balance legal compliance, the integrity and efficacy of PEAK, and member safety while embedding appropriate safeguards to ensure that accused individuals receive a fair process. This policy applies to PEAK members, leaders, volunteers, and participants, including but not limited to officers, directors, speakers, exhibitors, sponsors, members, event attendees, and volunteers (“Covered Individuals”). It applies to misconduct that takes place at or in connection with any PEAK event, including but not limited to board, council, committee, work group, and task force meetings or convenings; PEAK-adjacent events (e.g., a non-PEAK sponsored dinner held in connection with the PEAK Annual Conference); and all other PEAK programs, online forums (including PEAK CONNECT), events, and activities, whether in person, via telephone, online, or otherwise.

## Definitions

- A. **Bullying.** Bullying is unwanted aggressive behavior targeting a person or group of people that involves an actual or perceived power imbalance and repeated aggression. Bullying can be verbal (e.g., ridicule or disparaging remarks); it can be exacted through intimidation; or it can take the form of professional interferences, such as sabotaging another’s success.
- B. **Confidential Information.** Confidential Information means all trade secrets and all other non-public information of a proprietary, business, financial, marketing, technical, or other nature relating to PEAK’s mission or business including, without limitation, investment or financial information, operational methods, methods of doing business, inventions, donor lists, member lists, software programs, business or investment plans and projects, and any information that PEAK has agreed to keep confidential. Confidential Information does not include any information that enters the public domain through no fault of the member bound by this Code of Conduct.
- C. **Conflicts of Interest.** Conflicts of Interest are any perceived, potential, or actual personal, financial, political, or other interest that privileges or may privilege a personal or third-party gain over the best interests of the association.
- D. **Discrimination.** Discrimination is differential and unfavorable treatment based on race, color, religion, sex (including sexual orientation, gender identity, or pregnancy), national origin, age, disability, or genetic information, or any other protected characteristic under applicable federal or state law.
- E. **Harassment.** Harassment is unwelcome conduct that is based on race, color, religion, sex (including sexual orientation, gender identity, or pregnancy), national origin, age, disability, or genetic information, or any other protected characteristic under federal or state law where 1) enduring the offensive conduct becomes a condition of access to a member benefit or participation in a member event, or 2) the conduct is severe or pervasive enough to create an environment that a reasonable person would consider intimidating, hostile, or abusive. Petty slights, annoyances, and isolated incidents (unless extremely serious) do not amount to harassment.

- F. **Retaliation.** Retaliation is the mistreatment of or the threatened mistreatment of an individual for filing a complaint pursuant to this Code of Conduct or participating in any manner in PEAK's resolution of a complaint filed pursuant to this Code of Conduct.
- G. **Sexual Harassment.** Sexual harassment is a specific form of Harassment (defined above) based on sex, gender, gender identity, sexual orientation, pregnancy, or any other sub-classification recognized by applicable federal or state law.

### **PEAK Standards of Conduct**

Covered Individuals shall at all times abide by and conform to the following code of conduct in their roles for PEAK:

1. **Maintain Membership in Good Standing.** Members shall maintain membership in good standing, meaning that they shall, at all times, abide in all respects by the PEAK Bylaws, applicable PEAK policies, this Code of Conduct and all other rules and regulations of the association (including but not limited to the association's Articles of Incorporation, Bylaws, and policies). Further, members shall pay dues in a timely manner to ensure that their membership in the association remains in good standing.
2. **Comply with Applicable International, Federal, State, and Local Laws.** Covered Individuals shall at all times comply with all applicable international, federal, state, and local laws and regulations and will fully cooperate with the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.
3. **Conduct Business Affairs in Good Faith.** Covered Individuals shall conduct the business affairs of the association in good faith and with honesty, integrity, due diligence, and reasonable competence.
4. **Uphold PEAK Reputation.** Covered Individuals shall not engage in conduct that undermines or puts at risk the integrity or reputation of PEAK.
5. **Maintain PEAK's Confidential Information in Confidence.** Except as required by law, no Covered Individual shall share, copy, reproduce, transmit, divulge or otherwise disclose any Confidential Information related to the affairs of the association. Covered Individuals shall maintain the strict confidence of all meeting content, committee discussions and/or actions, and other deliberations and communications as required.
6. **Interpersonal Interactions.** Covered Individuals shall exercise professionalism, proper authority, and reasoned judgment in their dealings with association staff, other members, suppliers, sponsors, and the general public and will respond to the needs of the association's members in a responsible, respectful, and professional manner.
7. **PEAK Information and Property.** No Covered Individual may use any information provided by the association or acquired as a consequence of their position and service to the association in any manner other than in connection with his or her duties to the association. Further, no Covered Individual may convert, copy, publish, excerpt, misuse, or misappropriate association physical or intellectual property or resources and will at all times keep the association's property secure and not allow any person not authorized to have or use such property. This paragraph 7 also obligates Covered Individuals to maintain the security of any PEAK-issued password to ensure that PEAK content is not made accessible to unauthorized third parties.

8. **Non-Solicitation.** No Covered Individual shall persuade or attempt to persuade any employee of the association to leave the employ of the association or to become employed by any person or entity other than the association.
9. **Business Interference.** No Covered Individual shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the association to terminate, curtail, or not enter into its relationship to or with the association, or to in any way reduce the monetary or other benefits to the association of such relationship.
10. **Political Activity.** No Covered Individual, while representing PEAK, participating as a paid contributor or volunteer at a PEAK event, or participating in PEAK CONNECT, shall endorse a candidate for political office, share content supporting or opposing a political candidate, or solicit political campaign contributions.
11. **Credentials and Copyright.** Covered Individuals shall at all times honestly represent credentials and shall refrain from copying, misusing, or misappropriating copyrighted content without the requisite licenses or permissions and without appropriate attribution to the author(s).
12. **Conflicts of Interest.** When conducting association business, Covered Individuals must act at all times, in the best interests of the association and not for personal or third-party gain or financial enrichment. When encountering potential Conflicts of Interest that may interfere with Association business, Covered Individuals must identify the conflict and, as required, remove themselves from all discussion and voting on the matter. In addition, Committee members and members of PEAK's Board of Directors must abide by any additional requirements imposed by PEAK to ensure that PEAK volunteers carry out their duties in PEAK's best interests.
13. **Conduct Instilling Public Confidence.** Covered Individuals are required to avoid conduct detrimental to the integrity of and public confidence in PEAK. While criminal activity is clearly outside the scope of permissible conduct, persons representing PEAK are expected to carry themselves with a high level of integrity and accountability, whether or not conduct amounts to criminal activity. At all times, Covered Individuals of PEAK are expected to conduct themselves in a way that is responsible and is lawful.
14. **Health and Safety.** No Covered Individual shall engage in conduct that imposes inherent danger to the health, physical safety, or well-being of another person.
15. **Discrimination and Harassment.** Covered Individuals shall refrain from conduct that amounts to discrimination, harassment, or bullying, based on, but not limited to, race, color, ethnicity, national origin, religion, citizenship, language, political affiliation, sex, gender identity or expression, sexual orientation, marital status, disability, physical appearance, age, or any other protected classification under applicable federal or state law.
16. **Antitrust.** Covered Individuals shall avoid collusion on matters that may amount to a violation of federal and state antitrust laws. Collusion includes, but is not limited to, member discussions (whether in person or virtual) implicating price-fixing, bid-rigging, or resale price maintenance; tying and reciprocity; exclusive dealing arrangements; monopolization; output restrictions; group boycotts; prices, fees, or pricing policies; staff salaries; terms of sale; specific R&D sales or marketing plans; restrictions on output or production; division of customers, territories, or locations; or any other information that

may amount to an unfair restraint on trade. Covered Individuals shall, at all times, abide by any PEAK antitrust policy that is in effect.

### **Process**

1. **Reporting Alleged Infractions.** Any member, volunteer, leader, employee, or third party may report an alleged violation of this Code of Conduct to PEAK's Managing Director or their designee.
2. **Notice.** The Managing Director (or their designee) shall notify any person who is accused of misconduct that violates this Code (the "Accused") in writing of the alleged misconduct and the specific provision of the Code that is implicated.
3. **Opportunity to Be Heard.** The Accused shall have the opportunity to meet with the COO (or their designee) so the Managing Director (or their designee) is able to make a fully informed decision about the merits of the claim. The Managing Director (or their designee) may consider additional evidence, including information supplied by other witnesses if the Managing Director (or their designee), in their sole discretion, believes the additional evidence is germane to the matter and will better enable them to make a sound determination.
4. **Confidentiality.** The Managing Director (or their designee) shall endeavor to keep the matter confidential, to the extent possible, although there may be circumstances where identifying information must be disclosed to fully and fairly investigate the allegations.
5. **Determination.** At the conclusion of the investigation, the Managing Director (or their designee) shall determine whether the allegations are supported by a preponderance of evidence, and if so, determine an appropriate remedy. At all times, the Managing Director (or their designee) shall act in accordance with any PEAK policies and protocol that are in effect.

### **Fair Proceedings/Bias**

PEAK shall take care to ensure that no decision makers harbor an irreconcilable conflict that might bias the proceedings. If the Managing Director (or their designee) has an irreconcilable conflict that makes it impossible for the Managing Director (or their designee) to offer an unbiased opinion on the matter, the Managing Director (or their designee) shall recuse themselves from their appointment by notifying the Managing Director, or the President and CEO, as the case may be, of the conflict. In such instance, the Managing Director or the President and CEO will designate another individual on an *ad hoc* basis to fulfill the role.

### **Enforcement and Remedies**

The Managing Director (or their designee) may impose any remedy commensurate with a substantiated infraction, provided that the remedy is allowable under PEAK's Bylaws and policies. Member leaders (e.g., Board Members, committee representatives, etc.) who are found to be in violation of the Code may be removed from their leadership role(s) in the organization, provided that such action is taken consistently with PEAK's Bylaws and policies. For severe infractions, as determined in PEAK's sole discretion, members may be suspended or removed from PEAK membership, pursuant to and consistent with the PEAK Bylaws

and PEAK Governance Policies. Additional appropriate remedies may include, but are not limited to:

- Private reprimand/censure (with or without probation)
- Public reprimand/censure (with or without probation)
- Expulsion from the PEAK event without warning or refund
- Implementation of conditions upon attendance at future PEAK events
- Removal of the individual as a Board member or other volunteer leadership position
- Temporary or permanent ban on holding PEAK leadership positions
- Temporary or permanent restriction from attendance at or participation in future PEAK events
- Temporary or permanent restriction from accessing PEAK CONNECT
- Temporary or permanent ban on contacting PEAK staff and/or volunteer leaders
- Suspension from or revocation of membership in PEAK
- Removal from PEAK membership

If PEAK Bylaws or policy vests the Board or Executive Director with the sole authority to implement a proposed remedy, the Managing Director (or their designee) shall submit findings of fact and a proposed remedy to the Board and President and CEO for their consideration. In that instance only, the Board or the President and CEO, as the case may be, shall have the authority to implement the proposed remedy or implement a different remedy, although neither the President and CEO nor the Board shall disturb the underlying findings of fact.

### **Appeals**

Persons found responsible for a violation of the PEAK Code of Conduct may submit a written appeal to the Audit Committee Cochair within five (5) business days. Appeals must be based on one or more of the following grounds: (1) an arbitrary or capricious determination; (2) a departure from the procedures described in this Code of Conduct that significantly and materially impacted the decision, (3) a decision influenced by bias or a material conflict of interest; (4) a disproportional sanction relative to the misconduct, or (5) a decision at odds with applicable federal, state, or local law. The written appeal should outline specific reasons why the decision should be reviewed. The Audit Committee Cochair shall review the appeal and decide whether to (i) reject the appeal or (ii) send the appeal back to the with instructions as to (x) why the matter is being sent back, (y) how to correct the matter, and (z) a timeline for re-convening to correct the matter and re-deliberate.

### **False Reporting**

Knowingly making a false accusation may be grounds for appropriate disciplinary action. A complaint made in good faith, even if found to be unsubstantiated, will not be considered a false accusation.

### **Retaliation**

Retaliation against an individual for reporting a Code violation or for participating in an investigation of a Code violation is strictly prohibited. Acts of retaliation should be reported immediately and will be promptly addressed.