



### **3.01 BOARD OF DIRECTORS CODE OF CONDUCT AND ETHICS**

#### **1. PURPOSE**

The UCF Foundation, Inc. (Foundation) is a university direct support organization organized under Florida Law 1004.28, which exists for the sole purpose of encouraging, supporting, and enhancing UCF. The Foundation Board of Directors is responsible for the oversight of the Foundation.

The Foundation provides resources to UCF Advancement and Partnerships and other UCF offices, colleges, units, and direct support organizations to support UCF operations, priorities, and objectives. The Foundation acts as a strategic partner to UCF to enable UCF to achieve its mission and priorities where the Foundation is better situated to pursue the opportunity on UCF's behalf.

#### **2. APPLICABILITY**

This policy applies to all UCF Foundation Board Elected Directors, Committee Advisors, and Emeritus Directors.

#### **3. POLICY**

In order to effectively carry out its mission, members of the Board of Directors are required to conduct themselves and carry out their duties in good faith and with honesty, integrity, due diligence and reasonable competence.

Board members agree to abide, in all respects, with this Code of Conduct and all other documents, rules and regulations that govern the Foundation including but not limited to the Foundation's Certificate of Incorporation and Bylaws as well as all applicable federal, state and local laws and regulations.

- Board members must act at all times in the best interests of the Foundation, UCF Advancement and Partnerships, and the University of Central Florida and not for personal or third- party gain or financial enrichment.
- When encountering potential conflicts of interest, Board members will comply with the Foundation Board's Conflict of Interest Policy. While the receipt of incidental personal or third-party benefit may necessarily flow from certain activities of the Foundation, such benefit must be merely incidental to the primary benefit to the Foundation and its purpose.

The Foundation is exempt from taxation as a charitable organization under Internal Revenue Code Section 501(c)(3). To maintain this exemption, the Foundation cannot act for the benefit of a particular individual or entity. Such conduct, commonly referred to as "private inurement", is improper. Sanctions can include personal liability for Board members, senior officers, and the individual receiving the improper benefit. Additionally, the Foundation could lose its tax-exempt status.

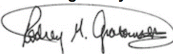
Board members also agree that they:

- a. Will exercise proper authority and good judgment in their dealings with UCF Advancement and Partnerships staff, suppliers and the general public.
- b. Will not abuse their position by improperly using it or the UCF Advancement and Partnerships staff, services, equipment, resources, or property for their personal or third-party gain or pleasure and shall not represent to third parties that their authority as a board member extends any further than that which it actually extends.
- c. Will not engage in any outside business, professional or other activities that would materially adversely affect the Foundation.
- d. Will complete, as requested, an annual disclosure form regarding conflicts of interest and other disclosures required under applicable federal, state and local laws and regulations.
- e. Will not engage in or facilitate any discriminatory or harassing behavior directed toward UCF Advancement and Partnerships staff, Foundation officers or directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors or others.
- f. Will not communicate with a member of the board or member of a board committee regarding a matter which may come before the board for a vote except in a public meeting noticed as provided in Florida's open meeting laws.
- g. Will not participate or intervene (including publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office on behalf of the university or when acting in their official board capacity including using their affiliation with the Foundation in such a way as to suggest or imply that the Foundation, UCF Advancement and Partnerships, or the University supports a particular candidate or party.
- h. Will comply with UCF Advancement and Partnerships external communications guidelines when discussing Foundation-related matters.
- i. Will not use any information provided by UCF Advancement and Partnerships or acquired as a consequence of the Director's service in any manner other than in furtherance of his or her board duties.

- j. Will not misuse Foundation-owned property or UCF Advancement and Partnerships resources and will at all times keep the Foundation's property secure and not allow any person not authorized by the Board of Directors to have or use such property.
- k. Will not persuade or attempt to persuade any employee of UCF Advancement and Partnerships to leave the employment of the department or to become employed by any person or entity other than the current employer.
- l. No member of the Board of Directors shall persuade or attempt to persuade any advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the organization to terminate, curtail or not enter into its relationship to or with the Foundation or UCF Advancement and Partnerships, or to in any way reduce the monetary or other benefits of such relationship.

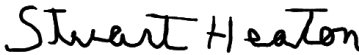
#### 4. CLARIFICATION

Requests for clarification of this policy should be sent to the Legal Department.

DocuSigned by:  
  
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Name: Rodney Grabowski  
Title: Senior Vice President, UCF Advancement and Partnerships, and Chief Executive Officer, UCF Foundation, Inc.



Stuart Heaton  
2026-04-08 17:11 UTC

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Name: Stuart Heaton  
Title: Chair, UCF Foundation Board of Directors



James Harhi  
2026-04-08 13:27 UTC

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Name: James Harhi  
Title: Secretary, UCF Foundation Board of Directors

#### Revision history:

Adoption Date: 05/27/2009  
Revised: 09/30/2014  
05/10/2018  
04/03/2026