Code of Ethical Conduct
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INTRODUCTION

Funbio’s Code of Ethical Conduct is an instrument of fundamental importance in providing guidance to actions and decision making with regard to the relationships between and among the various stakeholders of the organization. Reflecting on the quality of these relationships, as well as on the importance of the integrity and credibility of Funbio, we drafted this document to establish standard procedures to assist us in maintaining an orderly working environment, aligned with our institutional mission.

This Code of Conduct defines behavioral norms, with the objective of orienting and formalizing institutional and operational relationships, minimizing the subjectivity of personal interpretations of what constitute moral and ethical principles. In this vein, the information contained herein must be reflected in our professional actions, so that we can attain ever higher quality standards, and which promote a positive differential in the exercise of our activities.

It is our collective duty, including board members, members of committees, CEO, superintendents, managers and staff in general to observe and follow the rules and responsibilities established in this document, especially within the various situations involving the interests of this institution. The violation of any of these principles constitutes sufficient grounds for termination of any relationship, professional or otherwise, undertaken with the organization.

Funbio assures to each employee the right to individuality, privacy regarding personal information, and dignified and just treatment, free of discrimination of any kind. As an institution, we are committed to maintaining a wholesome and transparent stance in our relationships with employees, partners, clients, donors, suppliers, government and society at large. Anyone who might perceive any inappropriate situation, regarding what is stipulated within this Code, besides being able to use the available institutional mechanisms for criticism, suggestions, whistleblowing, and complaints put forth in this document, should also feel free to discuss their concerns directly with me.

Rosa Lemos | Secretary General
MISSION, VISION AND VALUES

So that Funbio can achieve its objectives, all of its employees must share a commitment to safeguard its mission, vision and values. In this regard, employees must maintain a code of behavior compatible with the culture of the organization, focusing on positive behavior, both with regard to clients as well as internal relationships.

This shared commitment ensures that everyone is a participant in the construction of an organizational culture as well as being co-responsible for the growth of this institution.

MISSION

To provide strategic resources for biodiversity conservation.

VISION

To be the reference in ensuring the viability of strategic resources and solutions for the conservation of biodiversity.

VALUES

Funbio is guided by the following values:

- Transparency
- Ethics
- Effectiveness
- Receptiveness
- Intellectual Autonomy
- Innovation
OUR CONDUCT AND PRINCIPLES

People are fundamentally free and have the right to their individuality, privacy, and to dignified and just treatment, without discrimination of any kind. Funbio is committed to maintaining a wholesome stance in its relationships and to developing ethical leadership throughout the institution.

At Funbio, client orientation is of the utmost importance, together with an emphasis on continuous improvement of performance, commitment to results, respect to interpersonal relationships, valuing of human resources, and a stimulating work environment. Combined, these elements contribute towards a committed and productive organization.

In their relationships, members of the Funbio community must act in full accordance with this Code, which is thoroughly aligned with Funbio’s mission, vision, and values, and with the organization’s established objectives, principles and norms.

TRANSPARENCY

One of Funbio’s fundamental values is transparency. In our relationship to different financing organisms and partners, such as bi/multilateral organizations, governments, private companies, third sector and communities, we uphold the principle of full transparency with regard to the treatment of information.

Information Dissemination

Funbio will always disclose to the general public, through its website, complete and precise information with regard to financial and operational issues related to projects and programs under its management. All reports and documents, as well as public communiqués, must include complete, precise, timely, and clear information.
To ensure the quality and transparency of information to those who work with Funbio, only spokespersons authorized by Funbio’s Governing Council and the Secretary General may clarify public inquiries on behalf of the organization.

**Corporate Records**

Funbio upholds the principle, vis a vis its partners, of precise registration of information. In the conduct of our activities, we at Funbio compile true and complete registry of information received and exchanged, containing all necessary details. We identify, document, handle, and archive with appropriate consideration all confidential and non-public information, for exclusive use of Funbio, including electronic archives, in accordance with Funbio’s policies, and in accordance with instructions provided by the organization’s Legal Department, with regard to document administration and retention.

**Electronic media**

The use of the internet and email is fundamental to the efficient and effective operation of organizational communications. In this regard, we at Funbio use the internet and email belonging to Funbio to streamline professional activities undertaken on behalf of the institution. All of the data stored in our computers and servers, including email messages exchanged, received or sent, are the property of the organization, and will not be considered of a private nature.

**ETHICS**

In establishing our behavior based on Ethics, we win the trust of our partners, clients, staff, the populations of the communities in which we operate, and of society at large. Maintaining our reputation requires
our joint continuous commitment towards the highest ethical standards in all our decisions and actions.

**Rule of Law**

We will observe all laws, regulations and corporate directives, which govern our work. In some cases, our Values establish standards higher than those required by the legislation and regulations. Laws and regulations may vary, depending on the country or State from which our partners originate. For this reason, it is of the utmost importance that we remain aware of the legal ramifications of our work, and in case of doubt, it is imperative that we consult with our Legal Team.

**Privileged Information**

From time to time, we may be privy to information of a confidential nature with regard to Funbio or other institutions with which Funbio may maintain a relationship, before this information becomes public. We will not use this information in our self-interest, we will not negotiate on the basis of this information, and we will not divulge this information to third parties.

**Anticorruption**

Funbio will not accept bribes, illicit commissions, or any type of inadequate payment, even if, in refusing to submit to such practices, business opportunities are lost. We will not offer money or any other benefit directly, or through third parties, to any government authority, representative or employee of any company or institutions, even if private, to influence decision making, to obtain or maintain business, or to guarantee inappropriate advantages.

Funbio will not provide financial support or any type of assistance to any person or persons known to have been involved in criminal activities. It will also not assist in any way procedures through which persons – whether public or private – may attempt to hide the origin
of resources acquired through criminal activities, or in trying to make them appear licit.

**Conflicts of Interest**

We will avoid situations, which may appear to create a conflict between our personal interests and those of Funbio. Our professional decisions will be guided by common sense, objectivity, and loyalty to Funbio and our stakeholders (partners, financing partners, staff, communities, counselors, suppliers and others), and not by personal interests.

Conflicts of interest occur mainly in situations where a staff seeks to place his/her own interests or those of third parties ahead of the interests of the organization. Some examples of conflicts of interest:

- Financial interests, which may influence a staff members decision with regard to business undertakings;
- Use of confidential information;
- Use of property belonging to Funbio for issues related to personal interests or those of third parties, except when specifically authorized.

All employees who have linkages with financial aspects of Funbio will be required to file an annual affidavit affirming that they are not engaged in any of the transactions prohibited by this Code. The affidavits shall be submitted to the Ethics Committee during the first quarter of each calendar year and will be maintained by them.

**Gifts and entertainment**

We will avoid offering, soliciting or accepting gifts, entertainment, favors or other benefits and advantages which may be interpreted as compromising our discernment with regard to Funbio, or that can in any way create an obligation for retribution. Besides this, Funbio staff who may work in transactions involving governmental authorities must be aware of their responsibilities with regard to the law. Gifts and
courtesy estimated to be above R$ 100.00 (one hundred reais) may not be accepted or should be directed to the institution (ex. works of art, alcoholic beverages, etc).

**Other employment and external activities**

In some cases, other employment or activities external to Funbio may interfere in our professional responsibilities within the organization, or may generate conflicts with regard to our institutional interests. To avoid conflicts, we will not use the name, information, working hours, property or any other Funbio resource to undertake a second job, or to take part in any activity external to the organization. We will consider possible conflicts of interest on the part of Funbio before accepting positions in Boards or Councils, or in executive positions in other organizations, as well as before accepting any position in government or of a political nature, or before we become involved in any charity, civic, religious, educational, public, political or social institution.

**Prejudice, discrimination and harassment**

Funbio condemns any and all sorts and kinds of prejudice, discrimination, and harassment. We are fully committed to investigating and facing any situations of inequity, humiliation, personal exposure resulting in ridicule, intimidation, hostility, harassment and bullying, as a consequence of color, race, gender, ethnic origin, language, age, economic condition, nationality, origin, physical, mental or psychological condition, familial relationship, sexual orientation, ideology, or political position. In the same manner, we are committed to stopping privileges associated to specific functional categories, due to their differences.

**Protection of Funbio’s Assets**

We will protect the property belonging to Funbio, including its equipment, funds, property, and other value items. It is our duty to protect the properties belonging to or under Funbio management,
safeguarding its sound and adequate use, and taking adequate precautions against their being stolen, damaged or otherwise. In this regard, we will seek permission before the use of Funbio resources on projects unrelated to Funbio, even those outside working hours.

**EFFECTIVENESS**

To be effective means to maximize benefits on behalf of biodiversity, and the expectations of each of our partners, with whom Funbio interacts and with whom we assume a professional commitment. Our partners are essential to the success of our activities. We will work diligently to understand and preempt the needs of our partners, offering products and services of the highest quality and valor.

**Funbio Financial Sustainability**

We are a non-profit organization, but committed to the continuity of our actions. In undertaking decisions in our work, we seek to find a balance between short and long term goals, aiming in this way to maintain the organization in perpetuity so as to maximize results regarding the conservation of biodiversity.

**Risk Management**

Risk management is a constant and integral component of Funbio’s business, taking into account that the success of future negotiations depends on decisions taken today. In this regard, we continuously manage risks associated with our projects and programs, with the objective to ensure the aggregation of value, to attain results that are just and compatible with investments.

**Environmental management**

Funbio is largely concerned with the future of the Planet Earth. We are committed to environmental preservation, and the permanent and
rigorous evaluation of the impact of our programs and projects on nature and on the environment in which they develop, as well as the quality of life of future generations.

**RECEPTIVENESS**

All of Funbio’s actions should be realized with receptiveness, with a focus on the organization’s stated mission.

**With our partners**

We are open to listening to any organization, whether multilateral organism, public or private, which may contribute towards our mission of providing strategic resources to the conservation of biodiversity.

Our relationship with different partners is based on cordiality, manners, mutual respect, and attention to questions and problems raised.

**With our Staff and Collaborators**

We seek to continually improve all that we do. Personnel at Funbio are encouraged to express in good faith opinions on how the organization may improve. We commit to sharing among the entire organization strategies and lessons learned.

Our relationship must be based on cordiality, and mutual respect, consolidated in professional decisions, involving actions regarding recruitment and selection of personnel, admissions, promotions, remuneration, contract termination, and other actions inherent to professional activities (see Funbio’s Employee Handbook).

We are committed to maintaining professional and solid relationships among staff, independent of their subordination status, and in accordance with the principles mentioned above. In this regard it is not permitted to:
• Engage in abusive practices of any kind, such as arrogance and poor treatment;
• Exercise any form of prejudice and discrimination;
• Exercise any form of abuse of power;
• Exercise any form of physical, psychological or moral intimidation;
• Undertake jokes at the expense of others;
• Undertake attitudes, which may be interpreted as sexual harassment;
• Criticize colleagues and the institution in inappropriate forums.

Failure to follow best practices regarding professional relationships in violation of Funbio’s ethical principles will result in the application of the norms used to punish employees (see Funbio’s Employee Handbook). It behooves oneself to be loyal and committed to the principles established, and also devote working hours and efforts on behalf of the interests of the institution.

**INTELLECTUAL AUTONOMY**

All of Funbio’s decisions in the management of its business will be based on intellectual autonomy.

**Political Activity**

Funbio personnel are encouraged, as individuals, to take part in political and governmental activities, should they wish to do so. It must be made clear, however, that participation in public activities are exclusively the decisions taken in the private sphere of each staff member, and do not belong to Funbio. In this regard, we will not use the name of the institution, its funds, working hours, or other resources to assist any political party, candidate or campaign.

If, as an institution, Funbio chooses to participate in efforts aimed at the defending interests which may influence legislative, regulatory or
other government policies, Funbio will observe all the laws and regulations applicable in the interaction with governmental authorities. All of the arrangements with third parties which may represent Funbio in its activities shall follow the letter of the law. Advertising is strictly prohibited within Funbio premises.

**INNOVATION**

Funbio seeks excellence in all of its activities. We believe that everything can be improved, and that innovation is essential to improvement.

**Commitment to innovation**

Innovation is one of the Values that determines our success. Our vision to be the reference for providing access to strategic resources for the conservation of biodiversity, motivates us to identify new trends as they emerge, and to being receptive to non-conventional ideas. In this way, staff at Funbio is encouraged to be open to the world and to new ideas.

**Intellectual Property and Copyright**

Ideas related to business figure among Funbio’s most valued property. Intellectual property, such as the institution’s intellectual production, registered brands, patents, copyright, commercial secrets, logos, business processes, research and lists of clients and providers give to Funbio a competitive advantage. We protect our intellectual property against loss, theft, or misuse.

**Client Relations**

Funbio believes that to reach innovative solutions, proximity to the client is of fundamental importance, enabling the identification of
opportunities, analysis of market trends, and new project proposals. The following principles guide our client relations:

- clarity in describing products and services;
- mutual respect and honesty;
- product-specific design or demand-driven service to client, with the objective of better addressing client needs;
- adherence to scheduled commitments.

It is Funbio’s prerogative to choose its clients. For this reason, it can choose to sever business relations which it may deem inadequate, or which may present risks to society or the environment. Clients are essential to the success of the institution, making staff awareness of business relations conditional to smooth operations.

Staff at Funbio is expected to adopt a respectful and conscientious attitude towards the opinions of clients, notwithstanding the right to disagree, when of essential value in the case of dispute or settlement. In this regard, the relationship with clients is based on the following principles:

- respect of the values and culture the client may wish to preserve;
- attention to situations, maintaining a professional and calm posture;
- non-execution of activities or assuming positions that put in risk staff members physical or moral integrity, and that of the team, even when pressured by the client.
ACCESS CHANNELS TO CRITICISM, SUGGESTIONS, WHISTLEBLOWING AND COMPLAINTS

It is part of this Code of Ethical Conduct to provide adequate access to channels for criticism, suggestions, whistleblowing or complaints. Funbio vehemently condemns the practice of empty, conspiratorial or vengeful whistleblowing.

Funbio will not accept punitive retaliation against staff members or any other persons which may present criticisms, suggestions, whistleblowers, or complaints. We will not accept acts against employees, which in the exercise of their duties, may communicate a concern or engage in whistleblowing.

Funbio enables, through its institutional channels, reports of financial irregularities, misappropriation of funds, poor accounting practices, or any other questions of an accounting nature, issues related to auditing, as well as those related to internal control mechanisms, ethics, human rights, and the environment. As much as possible, reports should contain sufficient element to permit the investigation of related facts.

In identifying or suspecting the existence of irregularities, or impropriety regarding any of the subjects mentioned above, any person may communicate the fact to ensure its investigation and its correction. The anonymity of the communicator is guaranteed, whether or not they choose to identify themselves.

Upon receipt of a report, the Ethics Committee will determine whether the information provided is sufficient to warrant an investigation. If an employee wishes to remain anonymous, a report may be made to Funbio’s independent law firm. Punitive measures will be accorded with regard to Funbio’s Employee Handbook, and in accordance with the law when appropriate.
There are six channels for communication:

| Independent Law Firm | João de Lima Teixeira Neto | (21) 25330471  
denuncia.etica@funbio.org.br |
|-----------------------|-----------------------------|-------------------------------------------------|
| Secretary-General     | Rosa Maria Lemos de Sá      | (21) 21235302  
etica@funbio.org.br |
| Manager Human Resources| Heloísa Henriques           | (21) 21235333  
eticarh@funbio.org.br |
| General Counsel       | Flávia Neviani              | (21) 21235303  
eticasjur@funbio.org.br |
| Finance and Auditing Committee | Membros da Comissão de Finanças e Auditoria | denuncia.auditoria@funbio.org.br |
| Funbio’s Governing Council President | Bruno Mariani | presidenciafunbio@funbio.org.br |

In order to obtain further information about other whistleblowing channels, please consult the item 4 of the “Open Door Policy”.

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GENERAL GUIDELINES

In general terms, this Code of Ethical Conduct allows for the evaluation of a variety of situations. It does not, however, necessarily detail all of the problems which may surge in the day to day operations of the organization. Other issues may arise, which may generate questions regarding correct conduct or ethics. In these cases, it is important for the staff member or member of the Funbio community to seek assistance with sincerity and transparency.

Funbio staff must use their common sense to translate our Values into actions. When taking a difficult decision, the following questions can help apply the spirit of our Values to the situation in question:

- Is what I mean to do legal?
- Would I like to see my actions in the press?
- Would I justify my actions to friends and family?
- How will I feel about my actions in a few days?
- Do I feel comfortable with my actions?
- According to my conscience, is this the right thing to do?

Funbio’s success and responsibility are our collective responsibility. We cannot simply avoid this responsibility by simply stating: ‘everyone does this’, ‘no one will ever know’, or ‘the ends justify the means’. We ask ourselves the right questions beforehand, to help us act. If you are unable to come up with an answer, ask our Legal Office.

Transparency, integrity, and mutual respect are fundamental moral principles that should uphold all of our actions. In general problems of conduct are not created by individuals; they arise before us, forcing us to face them.

At Funbio, besides adherence to existing norms, we expect our community to act responsibly, detaining full judgment on whether or not to follow orders which may pose risks to their own integrity or that of third parties, or which may cause injury to the institution, its image, its property or the environment. Nobody is entitled to request that a
Funbio staff member practice illegal activities, or damage the values, principles and directives espoused in this document.

Use these access channels for criticisms, suggestions, whistleblowing and complaints whenever you feel that you are in a situation which may imply in conflict of interest; or whenever you suspect or possess facts which may damage the institution, or which may be in discordance with the Code. We will always be open to your suggestions, and if you need more information, do not hesitate to speak to your manager, and if need be, directly seek the Secretary General.

The approval of this Code is the full responsibility of the Governing Council, and will be reviewed during its first annual meeting, should revisions and alterations be required. Its official publication will be undertaken on Funbio’s external website, as well as the intranet. Direct supervisors will take immediate measures to ensure that this document is known, and for its implementation at all levels of the institution.
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