

# **AARP Board of Directors' Code of Ethics**

## **Serving the Common Good**

AARP Board of Directors (Board) members shall commit themselves to the responsibility to serve all members of AARP impartially, to provide no special privilege to any individual member, and to accept no special privilege from any member.

## **Respect and Dignity**

AARP Board members shall at all times foster cultural diversity and pluralistic values throughout AARP and shall treat all members, volunteers, and staff with respect and dignity. Board members shall set and oversee policies and standards that actively seek to provide opportunities for the equal participation of employees, volunteers, and members from the full spectrum of human diversity in all AARP activities.

## **Loyalty**

Every AARP Board member shall maintain loyalty to AARP and commit to pursue AARP's objectives in ways that are consistent with the public interest and the interests of AARP members. In carrying out the responsibilities vested in the leaders of the AARP, Board members shall put the interests of AARP first and not allow their decisions to be influenced by personal interests or the interests of other organizations to which the Board members may belong. In addition, in the conduct of their personal lives, AARP Board members must at all times be sensitive to the potential that any public statement or appearance they make may be perceived as an official representation of the policies of AARP.

## **Freedom of Expression**

In all meetings and discussions, AARP Board members shall foster an atmosphere that welcomes, respects, and makes appropriate use of differing opinions and ideas.

## **Protection and Use of Assets**

AARP Board members shall take appropriate steps to protect the organization's assets and financial resources, including proprietary information. At no time should a Board member use AARP assets or financial resources for personal gain or profit.

## **Conflict of Interest**

AARP Board members shall scrupulously avoid any conflict, real or perceived, direct or indirect, between their own individual, professional, or business interests and the interests of AARP. Complying with this requirement includes but is not limited to the issues discussed in the following paragraphs.

### *Conflicting Relationships*

No AARP Board member shall serve voluntarily with, be employed by, or otherwise seek or accept concurrent employment or compensation of any kind from a person or business organization that does business with, has an adversarial relationship with, or has a like mission to AARP without fully disclosing such relationship to and obtaining the approval of the Governance and Compensation Committee. No AARP Board member shall be an owner of or substantial investor in a business entity that does or seeks to do business with AARP without disclosing such relationship.

### *Full Disclosure*

AARP Board members shall make known their association or involvement with individuals or organizations doing or seeking to do business with AARP. This information shall be disclosed on an ongoing basis each time a new relationship or business opportunity arises and at least once a year in a formal, signed disclosure statement. This requirement for full disclosure applies to all relationships that might constitute or appear to constitute a conflict of interest.

### *Gifts, Favors, and Honoraria*

AARP Board members shall not seek or accept any gifts, payments, fees, services, rebates, valuable privileges, discounts, trips, vacations, loans (other than conventional loans from lending institutions), or other favors from any person or business organization that does or seeks to do business with AARP, that seeks to influence AARP policies, or that has a like mission to AARP. AARP Board members shall not accept anything of value for referral of third parties to such persons or business organizations. AARP Board members may accept common courtesies or gifts of nominal value for themselves and members of their families if such courtesies or gifts are usually associated with accepted business practices. Care should be taken to avoid accepting frequent common courtesies and/or gifts from the same person or business organization doing or seeking to do business with AARP.

AARP Board members shall not provide gifts or favors to any persons or organizations such that these might tend in any way to influence independent judgment concerning AARP's business operations or policies.

All cash honoraria received by AARP Board members for representing AARP shall be donated to the AARP Foundation or Legal Counsel for the Elderly.

### *Relationship with Staff*

The ability of individual Board members to make independent decisions on behalf of the organization is critical and should not be compromised in any way by individual relationships Board members may have with staff of AARP.

### *Abstention from Discussion and Voting*

AARP Board members who have an actual or potential conflict of interest in a matter before the Board shall declare that conflict for the record and shall not participate in or seek to influence discussions or vote on that matter.

Board members should share with their spouses and/or companions both the content and the spirit of AARP's Conflict of Interest policy.

### **Confidentiality**

AARP Board members shall uphold at all times the strictest possible standards of confidentiality in relation to internal information acquired as a result of or in their roles as AARP leaders. Board members shall not disclose or provide access to non-public information obtained or developed in the course of conducting AARP business to anyone other than those who have a legitimate need to know such information. It is understood that AARP's public identity requires wide distribution of information about Board policy. The duty to maintain confidentiality of information regarding AARP, its members, and its staff shall exist both during and after each individual's term of service as an AARP Board member.