

ROSE FITZGERALD KENNEDY GREENWAY CONSERVANCY, INC.

CODE OF CONDUCT AND ETHICS

AMENDED: OCTOBER 2015

This Code of Conduct and Ethics (this “Code”) sets forth legal and ethical standards of conduct for the directors, officers and employees of the Rose Fitzgerald Kennedy Greenway Conservancy, Inc. (the “Conservancy”).

As a charitable entity, the Conservancy has a legal and ethical obligation to act in compliance with applicable laws, to engage in activities in furtherance of its charitable purpose and to ensure that its resources are used in a manner that furthers the interests of the Conservancy rather than the private or personal interests of private parties. Consequently, the Conservancy shall avoid arrangements with its directors, officers and employees that are in excess of fair market value, shall accurately report financial matters to appropriate taxing authorities and shall file all tax and information returns in a manner consistent with applicable laws.

Because a written code cannot answer all questions raised in the context of furthering the Conservancy’s charitable mission, the employees, officers and directors of the Conservancy must take responsibility for recognizing and responding appropriately to specific situations as they arise. If an employee has any question about the requirements of this Code or the appropriateness of a relationship or action, he or she should consult with his or her supervisor; if a director or officer has such a question, he or she should consult with the Audit, Finance, and Risk Management Committee (the “FARMC”).

COMPLIANCE WITH LAWS AND REGULATIONS

All employees, officers and directors must comply with all federal, state and local laws and regulations applicable to the Conservancy. Employees, officers and directors are expected to use good judgment and common sense in seeking to so comply and to ask for advice when they are uncertain about what is required.

LOBBYING/POLITICAL ACTIVITIES

While the Conservancy encourages its directors, officers and employees to be engaged in civic life, the Conservancy expects each director, officer and employee to refrain from engaging in activity which may jeopardize the 501(c)(3) tax-exempt status of the Conservancy, including impermissible lobbying and political activities. All directors, officers and employees shall observe the requirements set forth in the Conservancy’s Lobbying Guidelines.

No director, officer or employee may make any agreement by which the Conservancy will contribute any money, property or services to any political candidate, party, organization or committee. As private citizens, directors, officers and employees are entitled to participate in and contribute to political organizations or campaigns, but they must do so as individuals, not as representatives of the Conservancy, and they must use their own funds, without reimbursement.

The Conservancy has many contacts and dealings with governmental bodies and officials. All such contacts and transactions shall be conducted in an honest and ethical manner in accordance with this Policy, the Lobbying Guidelines, and the Conservancy's other policies. Any attempt to influence the decision-making process of governmental bodies or officials by an offer of any financial or other personal benefit is absolutely prohibited. Any requests or demands by any governmental representative for any such benefit should be immediately reported to the FARMC.

CONFIDENTIALITY

Employees, officers and directors must maintain the confidentiality of confidential and personal information entrusted to them by the Conservancy, its donors or other parties with whom the Conservancy interacts. Any use or public disclosure of any such information not in furtherance of the Conservancy's business is prohibited, except as may otherwise legally be mandated.

CANDOR AND FAIR DEALING

The Conservancy requires candor, honesty and cooperation from individuals in the performance of their responsibilities. Employees, officers and directors are expected to deal honestly, ethically and fairly with any person or entity doing business (or seeking to do business) with the Conservancy and statements by employees, officers and directors concerning the Conservancy's activities should not be untrue or misleading. Professional employees of the Conservancy are also expected to perform their duties in compliance with all codes of conduct that apply to their professions.

PROTECTION OF COMPANY ASSETS AND OPPORTUNITIES

Employees, officers and directors shall not take personal advantage of opportunities or information that become known to them through their positions with the Conservancy. All transactions on behalf of the Conservancy and all uses of Conservancy funds, facilities or other assets must be solely for business purposes of the Conservancy. Directors, officers and employees shall not waste the Conservancy's resources.

ACCURACY OF BOOKS, RECORDS AND REPORTS

All Conservancy books, records and accounts shall be maintained in accordance with all applicable regulations and standards. Employees, officers and directors are responsible for the accuracy of their records and reports. No undisclosed or unrecorded account or fund shall be established for any purpose.

REPORTING VIOLATIONS

Any employee, officer or director who believes that this Code has been violated should review and take such action as is appropriate under the Conservancy's Whistleblower Policy. While it is the Conservancy's desire to address matters internally, nothing in this Code should discourage any director, officer or employee from reporting any illegal activity to the appropriate federal or state regulatory or law enforcement authority.

INTERNAL CONTROLS

In addition to the matters addressed in the Conservancy's Whistleblower Policy, any employee, officer or director shall promptly bring to the attention of the FARMC any information he or she may have (i) concerning deficiencies in the design or operation of internal controls that could adversely affect the Conservancy's ability to record, process, summarize and report financial data, (ii) concerning any fraud affecting the Conservancy or (iii) that otherwise affects the disclosures made by the Conservancy in its regulatory filings and other public communications.

VIOLATIONS

If the Executive Director determines that an employee has violated this Code, the Executive Director may take such action(s) as he or she determines may be appropriate, including reprimand, censure, demotion or other disciplinary action up to and including discharge.

If the Board of Directors, by a vote of those directors present and voting and not involved in an alleged violation, determines that the Executive Director or any director or officer has violated this Code, the Board may, in the case of the Executive Director, take such action(s) as it determines may be appropriate, including reprimand, censure, demotion or other disciplinary action up to and including discharge. In the case of any director or officer, the Board may take such action(s) as it determines may be appropriate, including reprimand, censure, or other disciplinary action, up to and including removal in accordance with the Conservancy's Bylaws.

In all cases, the Executive Director and the Board of Directors, may refer violations to public authorities for investigation or prosecution. Any supervisory employee who directs or approves of any conduct in violation of this Code or who has knowledge of such conduct and does not promptly report it, also will be subject to disciplinary action, up to and including discharge.

WAIVERS

Any exceptions to this Code must be approved by Board of Directors. An employee seeking an exception must first contact his or her immediate supervisor. An officer or director or the Executive Director seeking an exception should contact any member of the FARMC.

The FARMC shall maintain written records of all reports of material violations of this Code and the resolution thereof and of all waivers granted under this Code in accordance with the Conservancy's Document Management Policy.