



A Model Code of Conduct for Corporate Political Spending

1. Political spending shall reflect the company's interests and not those of its individual officers or directors.
2. The company will disclose publicly all expenditures of corporate funds on political activities. The disclosure will include regular reports on the company's website.
3. The company will disclose dues and other payments made to trade associations and other tax-exempt organizations that are or that it anticipates will be used for political expenditures. The disclosures shall describe the political activities undertaken. In the case of trade association payments, the disclosures will involve some element of pro-rating of the company's payments that are or will be used for political purposes.
4. Company disclosure of political expenditures shall include direct and indirect political contributions (including in-kind contributions) to candidates, political parties or political organizations; independent expenditures; electioneering communications on behalf of a federal, state or local candidate; and the use of company time and resources for political activity.
5. The board of directors or a committee of the board shall monitor the company's political spending, receive regular reports from corporate officers responsible for the spending, supervise policies and procedures regulating the spending, and review the purpose and benefits of the expenditures.
6. All corporate political expenditures must receive prior written approval from the General Counsel or Legal Department, and the company shall identify all senior management officials responsible for approving corporate political expenditures.
7. In general, the company will follow a preferred policy of making its political expenditures directly rather than through third party groups. In the event that the company is unable to exercise direct control, the company will monitor the use of its dues or payments to other organizations for political purposes to assure consistency with the company's stated policies, practices, values and long-term interests.
8. No contribution will be given in anticipation of, in recognition of, or in return for an official act.
9. Employees will not be reimbursed directly or through compensation increases for personal political contributions or expenses.
10. The company will not pressure or coerce employees to make personal political expenditures or take any retaliatory action against employees who do not.
11. The company shall report annually on its website on its adherence to its code for corporate political spending.

Source: *Open Windows: How Codes of Conduct Regulate Corporate Political Spending and A Model Code to Protect Company Interests and Shareholder Value*, Center for Political Accountability, March 2007, available at <http://www.politicalaccountability.net/files/OpenWindows03-22-07.pdf>.