



C40 Code of Conduct

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1. Policy statement

C40 Staff are expected to observe high standards of ethical behaviour and should be protected from the unethical behaviour of others.

C40 will only work with individuals and organisations who share our commitment to these standards of conduct. All suppliers and grantees must accept the [Non-Staff Code of Conduct](#) before they can be paid by C40.

C40 does not accept any behaviour that could harm our staff or others. C40 does not tolerate bribery, fraud and other forms of misconduct where someone's personal interests conflict with them acting in C40's best interests.

Staff have a responsibility to report any unethical behaviour or misuse of donor funds. C40 Staff should feel they can speak up about issues that concern them and that all incidents will be appropriately handled, recorded and dealt with.

2. Ethics in the workplace

2.1. Values and professional integrity

Staff should have high **ethical and professional standards** when carrying out their C40 duties and ensure they **conduct themselves in line with C40 Values**

C40 Values

We put people first

We inspire and support each other as one united team.

We embrace diversity in order to excel

We are diverse and inclusive, recognising and addressing barriers to equitable outcomes and providing support and resources accordingly.

We make an impact and get results

We focus on cities' needs, and informed by the evidence, take action to deliver solutions and drive change.

We are dynamic, innovative and ambitious

We embrace change and influence our partners to deliver our missions.

Staff should:

- Ensure they conduct themselves in line with C40 Values
- Act honestly, truthfully and transparently
- Declare any Conflicts of Interest
- Treat everyone with dignity and respect
- Not abuse their C40 position for personal gain
- Treat C40's property with respect and care
- Follow C40's [IT Policy](#), [AI Policy](#) and related standards on use of IT tools

- Respect local standards and norms of behaviour
- Not engage in discriminatory behaviour
- Not abuse controlled substances, like drugs/alcohol, in the workplace
- Not do anything that could damage C40's reputation

2.2. Bullying and harassment

Bullying is repeated abusive, intimidating, aggressive or insulting behaviour, or a misuse of power which undermines, humiliates or degrades another person.

Harassment is any unwanted conduct related to a protected characteristic or of a sexual nature, or less favourable treatment as a result of someone's response to previous unwanted conduct. Harassment creates an intimidating, hostile, degrading, humiliating or offensive environment, or violates a person's dignity.

C40 requires staff to treat everyone with dignity and respect and **does not tolerate** bullying and harassment. Examples include:

- Spreading malicious rumours
- Unfair treatment
- Regularly criticising or undermining someone
- Denying someone's training or promotion opportunities without reasonable justification
- Shouting at colleagues in public or private
- Undermining a person's self-respect by ridiculing, intimidating, or demeaning them
- Making sexually offensive comments
- Treating someone less favourably based on their reaction to previous sexual advances or jokes about their sex or gender reassignment

Legitimate, constructive and fair criticism of an employee's performance or behaviour at work is not bullying.

Example:

- ? James regularly comments on Dae-Shim's appearance to them and to other colleagues in a demeaning manner. Dae-Shim says they are uncomfortable, but James tells them to get a sense of humour.
- ✓ James is bullying Dae-Shim in breach of this Code of Conduct. Dae-Shim should report this in line with the Grievance Policy.

Example:

- ? Vincent asks Ester out to dinner. Ester declines, but over the next few weeks Vincent asks again several times and sends her inappropriate messages. Ester feels uncomfortable but is not sure if it is worth raising a complaint.
- ✓ Vincent's behaviour would most likely be harassment in breach of this Code of Conduct. Ester should report this in line with the Grievance Policy.

2.3. Discrimination

We do not tolerate direct or indirect discrimination.

Direct discrimination is treating someone less well because of a legally protected characteristic such as race, sex, gender, weight or height.

Indirect discrimination is when someone applies a neutral provision, criterion or practice which puts individuals with a particular characteristic at a disadvantage.

Staff must:

- Comply with C40's [Equity, Diversity and Inclusion Policy](#)
- Treat everyone with dignity
- Not discriminate against anyone

In addition, **managers must:**

- Promote equitable opportunities
- Ensure that their own behaviour and those of the staff they manage complies in full with C40's [Equity, Diversity and Inclusion Policy](#);
- Ensure that any complaints of discrimination, bullying or harassment (including against themselves) are taken seriously.

2.4. Relationships between staff

Where staff have a personal relationship that could give rise to an **abuse of power** - e.g. where there is a significant grade disparity or line management relationship between the partners - this should be declared to the Director of People and Culture who will determine mitigation measures, including whether a Conflict of Interest should be recorded on the Register of Interests.

2.5. Outside employment

C40 staff are **not prevented** from engaging in outside employment in their personal time provided that this does not negatively impact their C40 work.

In taking up outside employment, Staff:

- Must not abuse their C40 position for personal gain or create the appearance their side work is endorsed by C40 or is part of their C40 role;
- Must declare potential conflicts of interest in line with Section 3 below;
- Should inform their line manager of any side employment as well as C40 People as appropriate.

Example:

? Zain is C40's Brand Manager. They are a graphic designer and sell logo designs

outside of their C40 work.

- ✓ Zain can provide graphic design services as long as they use their personal email address and do it outside of their C40 working hours. Zain is encouraged to inform their line manager and must declare any potential - or *apparent* - conflicts of interest to C40 Ethics.

2.6. Outside political activities

C40 Staff are encouraged to be politically engaged in their personal lives. However, staff should ensure their outside political engagement does **not impact their work** for C40.

Staff should:

- Ensure their outside political activities do not negatively impact their work
- Ensure outside political activities do not cause conflicts in the workplace
- Keep public political conversations at C40 (e.g. on open Slack channels) courteous and professional
- Make clear their political views are personal and not C40's

Staff should **not**:

- Use C40's resources, platforms or branding to support an electoral campaign or promote their political views
- Do anything that might create the appearance their external activities are officially endorsed by C40.

Example 1:

- ? Vasiliki is an active member of the Red Party. Her colleague Dimitar is an active Blue Party member. Meetings between Vasiliki and Dimitar frequently turn into heated arguments.
- ✓ This is unprofessional conduct at work, Vasiliki and Dimitar can disagree about politics but this should not affect their ability to work together.

Example 2:

- ? Thabisa campaigns on climate issues in Lannisport, a C40 City. She is also an active member of the local Yellow Party and is campaigning for their mayoral candidate against the current Red Party Mayor. Thabisa uses C40 case studies in her campaigns.
- ✓ C40 Staff are entitled to exercise their democratic rights outside the workplace. However, they should be careful this does not impact their ability to do their job. Thabisa is entitled to use publicly available C40 case studies but she shouldn't create the impression that C40 endorses her candidate.

2.7. Declaration of Politically Exposed Person status

If a C40 staff member - or any of their close relatives or associates - has a role in a national or local government, or a public international organisation such as the United Nations, they

may be considered a '**politically exposed person.**' This should be declared to ethics@c40.org.

A C40 Staff member - or their close relatives or associates - holding any of the following roles would constitute a political exposure:

- Senior role in any national or local government
- Member of a Royal Family
- Senior Officer or Employee of any Public International Organization (e.g. the UN, World Bank or IMF.)
- Senior Officer or Employee of a government owned or controlled entity
- Holder of a judicial position
- Senior role in a political party

2.8. Social media

Staff should **not express opinions on C40's behalf** on their personal Social Media or use it in a way that **breaches any of C40's policies**.

Staff should:

- Ensure their social media presence does not negatively impact their work
- Assume comments made on social media are public and can be found even after deletion
- Be mindful their social media activity may impact their ability to travel
- If they mention that they work for C40 on their non-work social media account, clarify their views do not represent C40
- Send any press enquiries about C40 to the Communications Team

Staff should not:

- Make false or misleading statements about C40, or impersonate colleagues or any of C40's funders, grantees, or other partners on social media
- Post discriminatory or other inappropriate content on their personal social media
- Use social media to share images or videos of, or information about, children or vulnerable adults they come into contact with while on C40 work without the consent of their parent or guardian
- Use C40's name or branding to support a political campaign during election time

Example:

- ? Linh works at C40 and uses Twitter in their free time. They have stated '*All views are my own & not those of my employer*' on their personal account. They are frustrated with the Mayor of Winterfell, a C40 city, and want to tweet about it.
- ✓ Although Linh is entitled to disagree with C40 mayors, they cannot make comments that are derogatory or that could impact their ability to do their job.

2.9. Compliance with the law

Staff must **comply with the law of the country they are in** and inform the People Team as soon as possible if they are under criminal investigation or charged or convicted of a criminal act.

3. Conflicts of interest

3.1. What Is a conflict of interest?

A **conflict of interest** (COI) is where a C40 staff member has an outside interest or relationship that could interfere with their ability to act in C40's best interest. Both *actual* conflicts of interest and *potential* conflicts of interest must be declared so that they can be managed.

COIs must be declared via **email** at ethics@c40.org or the **Asana Declaration Form**.

Potential conflicts must be declared on induction or as soon as staff become aware of them.

COIs can arise due to a relationship between individuals or between an individual and an *entity*, including:

- **Financial or business interests** – including outside employment, unpaid directorships or trusteeships;
- **Political Exposure** - Anything which could be considered a political exposure in line with section 2.6 above;
- **Familial relationships** – such as a partner, child, or other relatives;
- **Social relationships** – such as friendships or past mentor/mentee relationships.

Purely professional relationships (such as long-standing professional relationships or past employment) rarely amount to a serious issue but can cause the *appearance* of a conflict. If you have a concern about a professional relationship we recommend you declare and get it recorded on the register - even though they hardly ever require further action.

Example:

- ❓ Xiaoyang is a senior C40 staff member in charge of the procurement process for a consultant. She thinks that her close friend Mateo would be perfect for the project.
- ✓ Xiaoyang must declare her relationship with Mateo to Ethics and agree appropriate mitigation measures.

Declaring a conflict does not necessarily mean you will be prevented from maintaining the relationship or interest, but rather it allows you to agree appropriate mitigation with C40 Legal. See our [COI Procedures](#) for more information about how the Legal Team handles the review process.

For more examples of Potential Conflicts of Interest please see the [COI Additional Guidance](#).

3.2. C40 Leadership

MD-level staff must also fill out an **annual declaration** using the [COI MD Annual Declaration Form](#). This must be sent to ethics@c40.org annually, even if they are filled out with 'nothing to declare.'

4. Fraud

Fraud is deliberately doing something dishonest in a way that causes a loss to C40 or our funders and a gain to the person committing the fraud.

C40 does not tolerate fraud. C40 staff must always be honest in their work and must not mislead others, falsify records, or attempt to hide information.

Examples of fraud include:

- Theft of C40 property
- False or inflated expense claims
- Colluding with suppliers to increase costs
- Made-up procurements or staff-costs
- Any attempt to mislead funders to gain an advantage

All staff have a **responsibility to report** issues they are aware of as per Section 8.

Example 1:

- ? A City Official suggests to Gianna that C40 should hire a caterer for an event that won't actually have refreshments. The City Official suggests that no one will notice and he and Gianna could split the fee for the non-existent caterer.
- ✓ This is an attempt to trick C40 out of money. Gianna should report this as soon as possible.

Example 2:

- ? Amalia is working on a project that is not going well. She believes the project just needs a bit more time to show results. Amalia includes made-up case studies in her annual report to make it look like the project is having an impact.
- ✓ Although Amalia has good intentions, this is fraud. If the Funder renews the grant because they were misled they would have lost money. Anyone who becomes aware of the attempt to mislead the Funder should report the issue.

5. Bribery

Bribery is offering something of value to try to influence someone.

C40 staff should **never offer or accept bribes** and should take extra care when working with government officials.

C40 does not tolerate bribery. C40 staff must:

- never offer or accept bribes;

- report anyone asking them to pay a bribe or offering them a bribe, even if it was refused.

Bribes are not just offers of money. Anything of value can be a bribe, such as over-the-top *hospitality* and even *intangible things* like job offers.

Example:

- ? Rodrigo becomes aware that his boss is placing large consultancy contracts with a firm linked to a City Official. The firm does not seem to deliver much but Rodrigo is told C40 needs their support.
- ✓ This is unclear but could be a bribe. The firm's services could be legitimate or it could be that the City Official is helping C40 in return for contracts. Rodrigo should report his concerns in line with section 8

5.1. Facilitating payments

A common form of bribery is a 'facilitating payment.' This is when someone is paid a bribe to get them to do their job. This is often presented as an official 'administrative fee' and can be hard to spot. You may even be given a receipt!

However, unofficial facilitating payments are a type of bribery. C40 staff should not agree to these payments unless they feel there is a serious risk of harm to an individual if the payment isn't made. C40 staff must report the payment to ethics@c40.org in line with Section 8 as soon as possible.

Example:

- ? Mike needs a permit to install air quality monitors as part of his project. The official responsible for giving the permit asks Mike for a processing fee to give the permit.
- ✓ This could be an official charge, but it is likely an attempt to get Mike to pay a bribe. Mike should not make the payment and should consult C40 Legal at ethics@c40.org.

5.2. Gifts and hospitality

When giving or accepting gifts or hospitality, Staff should follow local legal and cultural norms and consult the Regional Director as appropriate.

Staff should seek approval from Ethics for **gifts valued over \$100 USD**, as well as declare **all cash, vouchers and participation fees** that Staff receive for events related to their work for C40.

C40 staff might want to give gifts or host a social event, or be offered gifts or hospitality by others. However, over-the-top or inappropriate gift giving can be unethical. Staff should avoid creating the appearance of bribery or making others uncomfortable. You are also encouraged to consult the relevant Regional Director on local norms.

Giving or accepting gifts and hospitality is reasonable if the gift or hospitality is:

- Legal under the local law;
- Normal in the local culture - excessive gifts, or gifts given at unusual times or places, could be embarrassing or inappropriate;
- Offered because of gratitude or appreciation, and is not an attempt to influence someone;
- Not offered by a third party who is currently being considered for a contract or a grant;
- In line with C40's environmental standards;
- Not related to gambling or sexual in nature.

Ethics may direct staff to return or refuse inappropriate gifts.

If you want **to offer** or **are offered** reasonable gifts or hospitality, you may also need to declare it to ethics@c40.org so it can be recorded on the Gifts Tracker. Ethics approval is needed for **gifts over \$100**.

Declarable to C40 Ethics	Not Declarable to C40 Ethics
<ul style="list-style-type: none"> ○ Evening entertainment (e.g. <i>football match tickets</i>) ○ Physical gifts (e.g. <i>iPad</i>) ○ Appearance fees of any value (e.g. <i>representing C40 on a conference panel</i>) ○ Cash or vouchers at whatever value (e.g. <i>a \$50 Etsy gift card</i>) or ○ Any other gift or hospitality over \$100 USD 	<ul style="list-style-type: none"> ○ Travel ○ Board ○ Per diem (<i>subsistence allowance</i>) or ○ Any other gift or hospitality at or under \$100 USD and not in cash or voucher form

Please note: both cash and appearance fees in your capacity as a C40 representative must be declared to Ethics and **handed over to Finance**. For ordinary travel expenses, please see C40's Travel & Expenses Policies for [staff](#) and [non-staff](#) or consult C40 Finance.

Example:

- ❓ Priya is running a procurement. A potential supplier asks to discuss the project. Priya says yes, but the supplier proposes meeting in an expensive restaurant and sends her a gift bag.
- ✓ This could be seen as an attempt to influence Priya's decision making. Priya should decline the invitation and gift-bag and report this to ethics@c40.org.

5.3. Government officials

C40's work brings staff into contact with Government Officials. We often pay for city officials to attend our events and have close relationships with mayors' offices.

However, staff need to be very cautious when working with government officials. Because of their official responsibilities, there is a **higher risk** that gifts or hospitality might seem inappropriate or an attempt to influence decisions.

In addition to the rules in Section 5.2 on gifts and hospitality:

- Staff must **confirm with the relevant Regional Director** that the payment, gift or hospitality is legal under the local law before offering it.
- C40 should never make contributions to political campaigns or charities linked to government officials - even if they are aligned with our mission.

Example:

- ? Nhung is organising a multi-day C40 technical workshop for city officials. She is planning to host most meals at the conference venue facilities but has also booked a final networking dinner for the city officials at a five star high-end restaurant.
- ✓ The final networking dinner could be seen as an attempt to influence the government officials' decision making. Nhung should notify ethics@c40.org about this so it can be properly recorded.

For more information on how to claim expenses, please see C40's [Travel & Expenses Policy](#) or consult C40 Finance.

6. Modern slavery

Modern slavery means working and living conditions contrary to human dignity, and may take a variety of forms, such as forcing people to work against their will (*forced labour*), or moving people so they can be exploited (*human trafficking*).

C40 will not tolerate staff or anyone associated with the delivery of C40 work carrying out, or failing to report, modern-slavery.

It is everyone's responsibility to [spot the signs of modern slavery](#) and report them in line with Section 8.

C40 Staff **must**:

- Comply with all applicable human rights and employment laws in the jurisdictions where they work
- Avoid working with suppliers or other partners that tolerate or engage in modern slavery
- Report anything that concerns them

C40 publishes an annual [Modern Slavery Statement](#) setting out the measures we are taking to address Modern Slavery.

Our suppliers agree to respect labour & human rights via C40's [Supplier Onboarding Form](#) & [Non-Staff Code of Conduct](#). If they refuse to do so, please contact legal@c40.org for support (See Section 3.5 of the [Contracting & Procurement Manual](#)).

Example:

- ? Himari is running an event in a hotel. She notices that the cleaning staff work very long hours and are brought onto the site in a transit van. She is told not to talk to the cleaners by the hotel staff.
- ✓ This could be a sign the hotel is using forced labour. Himari should report this in line with Section 8.

7. Safeguarding

'Safeguarding' means the steps taken to protect people from harm, including staff and volunteers, and other people who come into contact with C40 through its activities, especially children, young people, and vulnerable adults.

C40 staff must always comply with the [Safeguarding Policy](#) - behaviour not in line with those policies should be reported in line with Section 8.

In particular, while on C40 business, Staff **must**:

- Refrain from jokes or comments that may cause discomfort or offence, or from using language or behaviour that is inappropriate or sexually provocative.
- Be aware of situations that may present safeguarding risks and manage these appropriately.

Staff must **not**:

- Physically hit, assault or abuse, verbally abuse another person, or abuse any person using any other means;
- Buy sex or provide anything else of value, including employment, goods or services in exchange for sex.
- Engage in a romantic or sexual relationship that may reasonably be considered to be exploitative.
- Be in physical contact with any person in a way that makes them feel uncomfortable
- Be alone with a child, young person or vulnerable adult.

Example:

- ? Martin becomes aware that his boss, Gregory, is having unsupervised meetings with a youth delegate, and that the youth delegate sometimes stays over at Gregory's house.
- ✓ This would not be in line with our [Safeguarding Policy](#) and Martin should report this in line with Section 8 below.

8. What to do if you have a concern?

Everyone at C40 should feel safe to bring up issues that concern them.

Staff can choose to do so by contacting either:

- ethics@c40.org, or
- safeguarding@c40.org or
- [Safecall](#).

8.1. How to report a concern

If you become aware of anything that you have concerns about relating to unethical behaviour you should report it. C40 has a number of mechanisms for raising concerns:

- Report to the **Legal Team**¹ at ethics@c40.org, or
- Report to the **People Team**² at safeguarding@c40.org, or
- Contact [Safecall](#)

Safecall is a third party provider that you can use to confidentially raise concerns about serious misconduct at C40, including fraud, corruption, safeguarding, health & safety, and security.

Your report will be received and recorded externally to C40, with key details passed through to Legal for further action. Your identity will only be revealed by Safecall to C40 or anyone else with your explicit consent.

You can contact Safecall by:

- Using their web reporting tool at www.safecall.co.uk/report
- Calling the appropriate hotline number depending on where you're based (see [Staff Resource Centre](#)).

The [Grievance Policy](#) should be referred to for complaints specifically relating to C40 staff's working relationships or working environment.

8.2. Protections for anyone reporting a concern

C40 does not tolerate retaliation against anyone reporting a concern and will treat all reports in a sensitive manner.

Staff will never be subject to disciplinary action for reporting a concern and will not be refused transfer or promotion, or be transferred against their will, because they reported a concern. Where it is possible, someone who reasonably believes that they may be retaliated against for reporting a concern can request to be transferred to another post. The employment terms of the person transferred may not be less favourable than the terms applicable to them before their transfer, unless agreed in writing.

If anyone feels they have been mistreated by C40 as a result of reporting a concern they should report this to the Managing Director of Corporate Services or the Executive Director.

¹ The General Counsel, Head of Legal & Compliance, and Legal & Compliance Manager are the only people with access to this inbox.

² The Chief People & Operations Officer and the Head of Recruitment & Operations are the only people with access to this inbox.

8.3. Anonymity for staff reporting a concern

Staff have the right to remain anonymous when they report a concern.

Anyone reporting concerns via Safecall can make an anonymous report and no one at C40 will know their name unless they change their mind.

Anyone reporting concerns via ethics@c40.org or another C40 staff member can also ask to remain anonymous. The staff member who received the report should not share the name of the staff member with anyone else unless there is a risk of harm to another or a legal duty to disclose.

If there is a need to share the name with others, the C40 team dealing with the report will discuss with the person reporting the concern first unless there is a serious risk of harm to another person or a legal duty to disclose. If this is the case, the reasons for sharing the name without consent must be recorded.

Staff wishing to remain anonymous should be aware that investigating anonymous allegations can be difficult. You may be asked to share your name so the matter can be properly looked into.

8.4. Mistaken and false reports

Sometimes staff make mistakes. C40 will always support anyone reporting a concern even if it later turns out they were mistaken.

However, if a staff member deliberately makes false allegations that will be grounds for disciplinary action and could potentially be gross misconduct.

9. What happens next

C40 will record the report on the incident tracker and assess whether there is a need to investigate further.

9.1. Investigations

The C40 team dealing with the report will inform the person reporting the concern - in writing - within seven working days of receiving the report whether:

- There was no basis for a further investigation
- An internal investigation is now underway
- The report has been shared with an external investigator

The C40 team dealing with the report will update the staff member reporting the concern on a monthly basis on the status of the investigation. When the investigation is complete, C40 will inform the staff member reporting the concern that the investigation has concluded and any corrective action taken.

The amount of information shared with the staff member will be limited to what is legal and proportionate to share. The staff member should treat any information received about the investigation as confidential.

If the staff member is not satisfied with the outcome of the investigation, they should report this to the Managing Director of Corporate Services - who will review how the case was handled and decide next steps.

9.2. Consequences

Any unethical behaviour that is found to be not in-line with this policy will be handled in line with the [Disciplinary Policy](#). Behaviour not in line with this Code of Conduct is potentially Gross Misconduct and can result in immediate dismissal without notice.

9.3. External reporting

C40 is committed to transparency and accountability. We will always look to protect anyone reporting a concern and survivors first, but also have legal responsibilities to disclose serious incidents to our funders and the authorities.

C40 will share information in line with the [Staff Privacy Notice](#) and the Incident Management Plan.

Annex I: When to contact Ethics

