

Code of Ethics



HJFMRI
INC.



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Henry M. Jackson Foundation for the Advancement of Military Medicine

**HENRY M. JACKSON FOUNDATION FOR
THE ADVANCEMENT OF MILITARY MEDICINE**

CODE OF ETHICS

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I. CODE OF ETHICS

A. Introduction

The Foundation's policy is to conduct its business fairly and ethically. The Foundation's ethical reputation is solely dependent upon our conduct as Foundation employees. Therefore, the Foundation requires the highest standard of ethical business conduct from all employees regardless of their position in the Foundation. This Code of Ethics applies to all employees, whether full, part-time, or temporary, of the Foundation and its subsidiaries and affiliates worldwide. For the purposes of this Code of Ethics, "Foundation" shall include HJF Medical Research International, Inc. and HJF Medical Research International Ltd/Gte.

Each of us takes great pride in the Foundation's success and its reputation as a leader in the support of military medicine. Conduct that could raise questions as to the honesty, integrity, fairness or reputation of the Foundation, as well as activities that could embarrass or damage the reputation of the Foundation or its employees, have been and continue to be expressly prohibited. We must avoid any activity, conduct or transaction that can create the appearance of unethical, illegal or improper business conduct. This important rule is not as difficult as it might sound, because the Foundation has a strong history of ethics in its work force, but only our vigilance will keep this reputation that everyone has worked so hard to earn.

This Code of Ethics is an integral part of the Foundation's Ethics and Business Conduct Program, which in turn is central to the Foundation's business practices. The Code of Ethics addresses many of the ethics issues that may arise during the course of your career, and it attempts to provide guidance that you can use for each ethics question that you face related to your Foundation employment. It is important for you and every Foundation employee to be aware of your ethics responsibilities and the Foundation's ethics policies. The Code of Ethics cannot, however, anticipate every circumstance you might face.

One simple rule stands above all others: Do the right thing—and if in doubt about the right thing to do, stop and ask.

This Code of Ethics addresses some of the most likely ethics situations that you may encounter. You may seek advice from your supervisor or the Business Conduct Officer regarding any ethics question or any potentially unethical situation. Additionally, you may use the Ethics Hotline (1-866-687-2321) to ask questions or make reports on any matter related to this policy. The Hotline and other reporting requirements are discussed in detail in Section III of the Ethics and Business Conduct Program document. The Ethics Hotline is designed to respond quickly to inquiries about the Code of Ethics or to reports of situations that an employee thinks could be unethical, unlawful or in violation of Foundation policy. You may use the Ethics Hotline as often as you need it. **Calls to the Ethics Hotline may be made anonymously.**

Whistleblower Protection - No employee will be disciplined, lose his or her job, or be retaliated against in any way for asking questions, voicing concerns, or reporting possible violations concerning legal or ethical obligations, so long as the employee acted in good faith. "Good Faith" does not mean the employee has to be right, but does mean the employee is truthful and believes that the information provided is accurate.

Ethics contact info:

HJF Ethics Hotline (Alertline) Toll-free	1-866-687-2321
Web Reporting	https://hjf.alertline.com
HJF Ethics & Business Conduct Department	240-694-4004
	ethics@hjf.org
For more information, visit:	hjf.org/about/ethics

B. Responsibilities

As you know, the business community in the United States is regulated by both federal and state laws and regulations. Because the Foundation performs work for the United States government, it must operate within the most comprehensive contractual and legal system in the world. Your attention and assistance can ensure that the Foundation obeys all of these requirements. Be sure that you abide by this Code of Ethics so that you do not face any prosecution or other adverse action based on your violating a law, regulation or Foundation policy.

Foundation employees have the values and common sense to do the right thing without the following express guidance. Because the topic is so important for you and the Foundation, however, it is worth your time to review this Code of Ethics and to ask questions. When you have a specific concern, read the entire section about that concern (for example, kickbacks). You may find the answer not in the highlighted opening paragraph, but down further, in a subsequent (ordinary type-faced) paragraph.

If, after reading the applicable section, you still are in doubt as to the proper course of action, stop and ask.

1. Kickbacks

Foundation employees may not ask for or accept any type of kickback from any supplier, subcontractor or subawardee, or from any employee of a supplier, subcontractor or subawardee. Foundation employees may not offer a kickback to any customer, or employee of a higher-tiered contractor, subcontractor or subawardee.

- a. A "kickback" means any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly, to any third party including, but not limited to, any vendor, vendor employee, prime contractor, prime contractor employee, subcontractor, or subcontractor employee for the purpose of improperly obtaining or rewarding favorable treatment.
- b. A kickback can include meals; money; souvenirs; gift certificates; invitations to attend or participate in any entertainment, sporting, hunting or other event; or any other item of any value. Furthermore, any amount paid to a Foundation employee for an item that is greater than the item's fair market value could be considered a kickback.
- c. For purposes of this rule, the terms "supplier," "subcontractor" and "subawardee" include both current and potential suppliers, as well as both current and potential subcontractors and subawardees at any tier (above or below the Foundation). A "subcontractor or supplier" is a subcontractor or supplier who provides any good or service required by the Foundation for the performance of a government contract, grant or cooperative agreement, or of a subcontract or subagreement at any tier below a government contract, grant or cooperative agreement. "Potential" includes any company or individual that does not currently do business with the Foundation but is soliciting or attempting to solicit the Foundation's business.
- d. Offering or accepting kickbacks is a *crime*, and the Foundation will address kickback-related activity with the seriousness it deserves. Moreover, in some circumstances, the Foundation has the *obligation* to report employees engaging in kickback-related activity to federal or state authorities, or both.

e. Example: Supplier S invites the employees in the Foundation's Purchasing Department on a deep sea fishing trip completely paid for by Supplier S. Supplier S provides all of the food, drink and anything else necessary for the event. If the supplier's purpose in providing this fishing trip for the buyers is to obtain favorable treatment in connection with a contract or purchase order, then that supplier violated the rule against kickbacks. Even offering to provide the outing violates the rule against kickbacks, whether or not the Foundation employee accepts the offer. Additionally, if a buyer accepts this offer, then the buyer also violates the rule against kickbacks. Under these circumstances, government enforcement officials are likely to view any favorable action by Purchasing Department personnel toward Supplier S as evidence of a violation.

2. Gratuities Offered to Government Employees

Foundation employees may not offer any type of gratuity to a contracting officer, grants officer or other government employee except with the prior approval of the Business Conduct Officer. It can be a federal crime to offer a government employee a gratuity.

- a. Foundation employee intent to receive favorable treatment is not necessary to violate this rule. Except as expressly authorized by the Business Conduct Officer, employees may not offer a gratuity to any government employee directly or indirectly under any circumstances, regardless of the employee's intent. Gratuities from the Foundation to any government employee cannot, under any circumstances, exceed \$20 per occasion or \$50 in any calendar year.
- b. For purposes of this rule, "gratuity" includes any gift, favor, entertainment, services, conference fees, vendor promotional training, transportation, lodgings and meals, as well as discounts not available to the general public and loans. Essentially, a gratuity is any item having monetary value. "Gratuities" that are duly authorized expenditures from Education Programs funds are not prohibited.

3. Other Payments to Government Employees or the Federal Government

Foundation employees may not knowingly make any cash or in-kind payment to a government employee or to the federal government that is prohibited by law or regulation.

If a law or regulation prohibits a government employee from receiving a payment, Foundation policy prohibits Foundation employees from making the payment even if the law or regulation does not directly apply to the Foundation. For example, the Joint Travel Regulation (applicable to Department of Defense employees, but not to the Foundation) prohibits government employees from receiving in-kind payments of travel or lodging unless approval of certain federal officials is received first; Foundation employees may not make such in-kind payments if they know (or, with the exercise of reasonable diligence, should know) that the required approval has not been obtained.

Similarly, Foundation employees may not knowingly make any payment to the federal government that violates any statute or regulation.

4. Gratuities Offered to Foundation Employees by Subcontractors or Suppliers

Foundation employees may not accept gratuities from any supplier, subcontractor or subawardee, from any employee of a supplier, subcontractor or subawardee or from any potential suppliers, subcontractors or subawardees or their employees, at any time, except for occasional meals, souvenirs, mementos and promotional items of nominal value.

- a. If a gift is offered by a subcontractor or supplier to a Foundation employee, and if it is not intended to affect the employee's decision on a contract or subcontract, then the gift is a gratuity.
- b. For purposes of this rule, a "subcontractor or supplier" is a subcontractor or supplier who provides (or, in the case of a potential subcontractor or supplier, who may provide in the future) any good or service required by the Foundation for the performance of a government contract, grant or cooperative agreement or of a subcontract or subagreement at any tier below a government contract, grant or cooperative agreement. If in doubt whether the offeror of a gratuity is a subcontractor or supplier, consult the Ethics Hotline, the Business Conduct Officer or the General Counsel of the Foundation.
- c. "Nominal" as used in this policy means that no single meal, souvenir, memento or promotional item may exceed \$25 in fair market value, and that the cumulative fair market value of all meals, souvenirs, mementos and promotional items from any single subcontractor or supplier to any individual Foundation employee may not exceed \$75 per calendar year.
- d. "Meals, souvenirs, mementos and promotional items of nominal value" is a very narrow window of acceptability. Remember, an item must be *both* a meal, souvenir, memento or promotional item *and* of nominal value for the employee or the Foundation to accept it.

1. *Example: A hunting jacket with a vendor's patch on the sleeve may be a souvenir, memento or a promotional item, but its value is not nominal because it carries the full value of any hunting jacket of comparable quality. It is not an acceptable gratuity.*
2. *A six-pack of beer may be of nominal value, but it does not fall within the definition of meal, souvenir, memento or promotional item. It is not an acceptable gratuity.*
3. *The fact that an offer of a gratuity is phrased in a way to benefit a group of employees or the Foundation as a whole, as opposed to benefiting an individual Foundation employee, does not change the rule or the exception. If a contractor or supplier desires to make a donation of any kind to the Foundation, contact the Business Conduct Officer or the Office of the General Counsel for guidance.*

- e. Whether an item is a gratuity from a supplier or potential supplier, and then whether it falls into this narrow exception permitting you to accept it, are judgment calls that you must make on a case-by-case basis. There are some general rules that you can apply. The following are some guidelines that will help in determining whether an item is a prohibited gratuity or not. Remember, the Ethics Hotline is available, as is your supervisor or the Business Conduct Officer should you need or want a second opinion. If you are not absolutely sure, *always ask first*.

The following are some guidelines:

- (1) If your acceptance of a gift could appear as evidence of favoritism to a competitor of the giver, then you should not accept the item.
- (2) If the item is one that you will insure, sell or spend, its value is probably not nominal and you should not accept it.
- (3) If the item's only value is an emotional one, such as the value that you would give to an unframed photograph of your dog, then its value is probably nominal.
- (4) Examples of acceptable *promotional items* are logo-embossed hats, rulers, coffee cups or notepads. These items usually are inexpensive and advertise the giver's company.
- (5) Sometimes circumstances, such as a special occasion, can justify an exception to the Foundation's gratuity policy, because the chance for an appearance of impropriety is reduced. For example, what normally would be unacceptable as a gratuity might be permissible as a wedding gift. If you have an upcoming special occasion or other reason for an exception, request an exception to Foundation policy as set forth in section 5.
- (6) Foundation policy permits acceptance of an occasional meal of *nominal value* (as defined in the preceding section) where the potential appearance of impropriety is minimized by the modest dollar amount involved, but Foundation employees should always use good judgment and consider all of the relevant circumstances. The *business lunch* or *after-work drink* or *dinner meeting* requires careful consideration, because the informal, extended contact with a single vendor at his or her expense certainly may carry an appearance of impropriety. A competing vendor might feel unfairly slighted if he were to observe the meal or after-work drinks. You generally should go only when necessary for business, and, when you do go, it may be appropriate for you to pay for your own food or drinks.
- (7) If in doubt, do not take the offered item. Seek a second opinion or call the Ethics Hotline first.

5. Gratuities Offered to Customers or Higher-Tiered Contractors

Foundation employees may not offer any gratuity to an employee or other person affiliated with a higher-tiered contractor or awardee if the Foundation employees could not accept the same gratuity from a supplier or lower-tiered subcontractor. See section 4, "Gratuities Offered to Foundation Employees by Subcontractors or Suppliers," for these rules. Under no circumstances will any Foundation employee offer to anyone associated with a customer or higher-tiered contractor any gratuity that fails to meet the standards set forth in this section.

- a. EXCEPTIONS: Because the Foundation policy is somewhat more restrictive than applicable state and federal laws, the Foundation will consider requests for exceptions up to the limits of those laws. Any such exception must be requested through supervisory channels or the Ethics Hotline, and must be *approved in writing, in advance* if possible.

b. *Example:* *If a buyer were the best man at a subcontractor-friend's wedding and reception, the Foundation would likely approve the buyer's accepting the gift normally given to the best man as well as food and drink on this occasion. There is little likelihood of an appearance of impropriety. However, technically the food and drink to be consumed at the wedding reception and the gift all probably exceed nominal value.*

Only the Business Conduct Officer can waive the Foundation policy prohibiting gratuities. Each such waiver is only for the single specific purpose stated in the written approval. Therefore, each employee must seek individual approval one event at a time.

6. Accuracy of Information

Foundation employees are required to make accurate entries in books and records and to be truthful and accurate when making statements related to Foundation business.

Foundation employees are prohibited from making any false or fraudulent entry in the company's books or records. Foundation employees are also prohibited from making any type of false statement, written or otherwise, to any other Foundation employee, supplier, governmental official or any other person in connection with any contract, subcontract, cooperative agreement, grant, subaward or company record.

- a. False or artificial entries include backdating documents, altering lab data to make the results of research look better than they are and tampering with or making false or incomplete entries on time sheets. A document's credibility comes from a reliable process of creating it. The rush of business can sometimes cause errors in paperwork. Correcting such errors is encouraged, but doing so in a manner that makes the form look as if it were done properly and timely the first time is *not* an authorized way to fix the error. For example, when possible, cross out and initial corrections instead of erasing or using a new blank form.
- b. **It is a federal crime to falsify a document or to make any other false statement, written or oral, in connection with a government contract, grant or cooperative agreement.**

7. Combating Human Trafficking

The Foundation has a zero-tolerance policy regarding trafficking in persons. Foundation employees are prohibited from engaging in trafficking in persons, procuring commercial sex acts, and using forced labor in the performance of a government contract or award.

- a. Human trafficking is generally defined to include any conduct or condition that involves sex trafficking or involuntary servitude.
- b. A commercial sex act is where anything of value is given in exchange for sexual favor. Foundation employees are prohibited from procuring commercial sex acts, even in a jurisdiction where it may be lawful, during the period of performance of a government contract.
- c. Forced labor generally includes any circumstances where labor or services are obtained from a person using acts or threats of harm to the person or their family, physical restraint, or abuse of the law or legal process.
- d. Other examples of human trafficking tactics, which are forbidden by federal law and Foundation policy, include, the confiscation of documents (e.g., passports, immigration documents, or other forms of identification); withholding of pay such that individuals do not feel free to leave their working environment; coercion or threats of bodily harm to the worker or her/his family; inhumane working or living conditions; inadequate food or medical care, if provided. No Foundation employee or vendor may charge or be charged recruiting fees or engage in fraudulent or misleading recruitment practices.

- e. **Any Foundation employee who becomes aware of any Foundation employee, agent, or subcontractor, to the lowest tier, engaging in any tactic or form of human trafficking has a responsibility to report the suspected activity to HJF's Ethics Hotline at 1-866-687-2321 or <https://hjf.alertline.com>. The activity may also be reported directly to the HJF Ethics & Business Conduct Department at 240-694-4004 or ethics@hjf.org or to the Global Human Trafficking Hotline at 844-888-3733 or help@befree.org. Under no circumstances will any Foundation employee suffer any form of reprisal or retaliation for good faith reporting or whistleblowing on trafficking in persons violations, any activity that violates the FAR, the DFARS, the Executive Order on Combating Trafficking in Persons, or the HJF Policy on Combating Trafficking in Persons. Additional information about trafficking in persons can be found at the website for the Department of State's Office to Monitor and Combat Trafficking in Persons at <http://www.state.gov.j.tip>.**
- f. If you ever have reason to believe that any individual or entity related to HJF, including, by way of example, an employee, subcontractor, agent, or vendor, is promoting, supporting, or participating in any tactic related to trafficking in persons, consult your supervisor, the Legal Department, the Business Conduct Officer or the Ethics Hotline without delay.

8. Customer Property

Foundation employees may use customer-furnished property only in a manner specifically authorized by their supervisors.

- a. From time to time, the United States government or other customer delivers its property to the Foundation for use in connection with Foundation contracts. While in the custody of the Foundation, all such customer property must be strictly accounted for until it is returned to the customer or otherwise disposed of at the direction of the customer. To prevent the incurrence of civil and criminal penalties by both the Foundation and its employees, the Foundation employees must not use customer property in any manner other than as directed by the employee's supervisor. In no case may such customer-furnished items be used for any purpose other than in connection with the contract for which the property was provided.
- b. If you are ever unsure of whether a certain piece of property is government or other customer property, or whether your use of it would constitute unauthorized use, consult your supervisor, the Business Conduct Officer or the Ethics Hotline.

9. Confidential Information or Private Data

- a. **Foundation employees will protect the confidentiality of trade secrets and other proprietary or confidential business information.**

Foundation employees may not use or disclose the trade secrets or other proprietary or confidential business information of the Foundation or other entities (including any employee's former employers) except as specifically authorized. It is critical to the future of the Foundation that the Foundation's trade secrets and other proprietary or confidential business information remains confidential. Likewise, it is critical to the Foundation's relationship with the government and with other companies that the Foundation protect any trade secrets and proprietary or confidential business information that those entities have entrusted to the Foundation.

The Foundation is subject to numerous confidentiality agreements, material transfer agreements, clinical trial agreements and other agreements that prohibit disclosure of such information. Employees must comply with such agreements and must keep such information strictly confidential at all times.

- (1) While sensitive information may be marked as such, employees must protect all such information whether it is marked or not.
- (2) Confidential information includes, but is not limited to: pricing, business terms and other confidential information contained in grants, contracts and cooperative agreements; applications and proposals prepared by or for the Foundation; tax records; information about present or future services, including marketing plans, strategies, forecasts, blueprints, specifications, programs, ideas, customer lists, vendor lists, pricing structures, marketing and business plans, strategies, budgets, projections, licenses, prices, costs and financial data; patentable inventions and related products and licenses; and documentation related to the foregoing, including electronic documents and computer programs.

Nothing herein prohibits employees from reporting possible violations of federal law or regulation that are protected under applicable whistleblower provisions, and you are not required to seek authorization from or provide notification to the Foundation of any such reports or disclosures.

b. Foundation employees shall not disclose to a supplier or potential supplier any information concerning the bid, bidding techniques or operations of another supplier or potential supplier.

In order to maximize competition and to preserve the integrity of the bidding process for Foundation subcontracts and purchases, information regarding suppliers must be kept strictly confidential from other suppliers. Suppliers should be able to disclose information to the Foundation and know that such information will not be misused.

c. Foundation employees shall not attempt to obtain any proprietary or source selection information, directly or indirectly, from any government employee during the conduct of a government procurement. No Foundation employee will discuss future employment or business opportunities with any government employee either during the conduct of the procurement or during the administration of the contract.

Such conduct can be, or appear to be, an attempt to obtain "inside information," which might expose both the employee and the Foundation to allegations of Procurement Integrity Act violations. The "conduct of a government procurement" begins on the earliest date of specific governmental action on a procurement, such as drafting a specification or statement of work or developing a procurement or purchase request. This conduct period ends with the award of the contract or cancellation of the solicitation.

d. Foundation employees will protect information of a personal nature concerning current and former employees of the Foundation.

Employees must protect all such information whether it is marked or not. This information includes, but is not limited to: social security numbers; home addresses; home telephone numbers; dates of birth; information and evaluations concerning employee performance and disciplinary action; and employee compensation data.

- e. Employees must not: (1) use any of the foregoing information for personal benefit, (2) disclose or authorize disclosure of such information to anyone not employed by the Foundation without specific authorization from the employee's supervisor or (3) disclose such information to anyone employed by the Foundation other than persons with a reasonable need to know for the performance of Foundation duties. Employees are required to take all reasonable precautions to protect against the intentional, negligent or inadvertent disclosure of such information to any other person or entity.
- f. **One cardinal rule should be remembered when contemplating disclosure of information: If in doubt about the propriety of a disclosure, stop and ask before making the disclosure.**

10. Inside Information

Foundation employees shall not use or disclose material nonpublic information obtained as a result of an association with the Foundation.

Employees will not engage in "insider trading" or participate in any communication or activity that involves or appears to involve the direct or indirect use of "inside information" to obtain any gain for themselves or for others.

- a. "Insider trading" can generally be defined as personally using nonpublic information to trade in securities or using that information to "tip" others so that they may trade in securities on the basis of that information. "Inside information" is information obtained as a result of being a Foundation employee that is not generally available to the public.

b. Example: Assume a Foundation employee overhears the vice president of a Foundation supplier tell a Foundation vice president that the government is placing a substantial order for 1,000 additional units on an existing contract. Assume also that the supplier is a publicly traded company. Neither the Foundation employee nor the Foundation vice president could use that information to buy stock in that supplier, nor could either of them share that information with relatives, friends or anyone else except Foundation employees who have a need to know the information in order to perform their duties at the Foundation.

11. Improper Influence

Foundation employees are prohibited from using their positions to induce, coerce or in any way influence any person, including subordinates, to provide any unauthorized benefits, financial or otherwise, to themselves or to others.

a. Example: A supervisor cannot order an employee whom he supervises to mow the lawn at the supervisor's house.

- b. "Improper influence" also includes threatening or taking steps to prevent an employee from reporting information to a government agency, to the Business Conduct Officer or to the Ethics Hotline, and it includes any retaliation against an employee solely on the basis of such reporting.

12. Employment Discrimination

All Foundation employees will comply with the Foundation’s Equal Employment Opportunity Policy and with all requirements of applicable federal, state and local law.

The Foundation offers equal employment opportunities for all persons, regardless of race, creed, color, sex, sexual orientation, religion, marital status, national origin, age, veteran status, disability or any other class protected by state or local laws applicable to the employee’s work location. Foundation employees are prohibited from engaging in any form of unlawful employment discrimination.

The Director of Human Resources serves as the Equal Employment Opportunity (EEO)/Affirmative Action Officer for the Foundation. Employees with EEO-related questions, problems or complaints should contact the Director of Human Resources and, if filing a complaint, should complete the Foundation’s Discrimination Complaint Form providing details of the complaint and the remedy requested.

13. Sexual and Other Forms of Harassment

All Foundation employees will comply with the Foundation’s Harassment Policy and with all requirements of applicable federal, state and local law.

The Foundation supports a productive work environment free from any conduct by any employee that harasses, disrupts or interferes with the work performance of another employee of the Foundation. Foundation employees are prohibited from any verbal, visual or physical conduct that creates an intimidating, offensive or hostile work environment at the Foundation.

The Director of Human Resources serves as the Equal Employment Opportunity (EEO)/Affirmative Action Officer for the Foundation. Employees who suspect sexual or other forms of harassment should report the incident(s) to the Director of Human Resources and provide details of the complaint and the remedy requested.

14. Drug-Free Workplace

All Foundation employees will comply with the Foundation’s Drug-Free Workplace Policy and with all requirements of applicable federal, state and local law.

The Foundation is required to maintain a drug-free workplace. Illegal drug use by an employee is incompatible with the Foundation’s standards of employee conduct and performance. Moreover, drug use in the workplace could adversely affect safety, risk damage to Foundation and personal property and significantly impair day-to-day operations.

15. Lobbying Restrictions

a. Foundation employees may not use Foundation funds for political contributions.

It is unlawful and against Foundation policy for the Foundation or any Foundation employee to use Foundation funds to make any direct or indirect contribution to political parties, candidates or political action committees.

b. Foundation employees may not engage in lobbying activities unless specifically authorized by Foundation management.

Because lobbying and lobbyists are heavily regulated by federal and state law, and because the Foundation is a 501(c)(3) tax-exempt organization subject to significant Internal Revenue Code restrictions on its lobbying activities, no Foundation employee shall engage in activities on behalf of the Foundation that could be construed as lobbying without specific authorization from Foundation management. Such authorization generally will be granted only after consultation with the General Counsel of the Foundation, because the legal repercussions of improper activities in this area can be severe.

c. Foundation employees may not use federally appropriated funds for certain lobbying activities.

In addition to the general restrictions on Foundation lobbying activities, federal procurement law specifically prohibits the recipient of a federal contract, grant, loan or cooperative agreement from using appropriated funds to pay anyone for influencing or attempting to influence government or congressional personnel in the awarding or modifying of any federal contract, grant, loan or cooperative agreement. Federal law also requires the offeror or recipient to furnish a declaration consisting of a certification and a disclosure to be submitted during the procurement process. Employees must use caution to ensure that appropriated funds are not used for any prohibited lobbying activities and that all certifications and disclosures are accurate.

16. Unauthorized Statements or Commitments with Respect to Foundation Agreements

Only specifically authorized Foundation employees may commit the Foundation to any agreement, including, but not limited to, any contract, subcontract, cooperative agreement, grant, subaward or non-disclosure agreement.

Unauthorized employees will not commit or attempt to commit the Foundation to any agreement. Such unauthorized commitments are serious matters, and the Foundation will address them accordingly. If you are not sure whether you have appropriate authority, **ask first**.

17. Corporate Espionage

Foundation employees will gather information only in a lawful manner.

Foundation employees may not gather information from competitors in an improper manner, nor may a Foundation employee improperly obtain, attempt to obtain, or accept proprietary, private or competition-sensitive information from competitors or from the government.

- a. Foundation employees may not resort to unfair or unreasonable tactics to gain information on competitors or subcontractors for any reason. Legitimate public sources of information (i.e., those that would be available to anyone) may be used.
- b. If you have questions about what may be "improper" or "unfair," consult your supervisor, the Business Conduct Officer or the Ethics Hotline. As a general rule, if the contemplated information-gathering technique involves telling any type of lie, or breaking any type of rule or law, then that technique is improper.

18. Unfair Competition

No Foundation employee may enter into any type of agreement or contract that unreasonably restrains trade.

- a. Any agreement entered into by an employee with a supplier or other outside party (or in some cases, another Foundation employee) that serves to hinder free competition in bidding for prime agreements or in bidding for Foundation subcontracts or subawards may be a violation of federal antitrust laws that could expose the Foundation and the employee to criminal penalties, including prison sentences.
- b. Taking kickbacks from a supplier, offering kickbacks to a customer or to a government employee, disclosing confidential information about one supplier to that supplier's competitors or awarding a subcontract on any basis other than legitimate business reasons may be antitrust violations, because such actions serve to restrain fair and equal competition.
- c. For purposes of this rule, an "agreement" need not be in writing or even explicitly stated between the actors. If there is an unspoken understanding between the Foundation employee and the other party that the party will receive preferential treatment from the Foundation employee, then an antitrust violation may have occurred.
- d. If an employee believes that any existing or contemplated future arrangement with any person or entity may hinder free competition unfairly or unreasonably, the employee should notify his supervisor, the Business Conduct Officer or the Ethics Hotline immediately.

19. Copyright

Foundation employees shall not violate a copyright.

The Foundation recognizes and respects intellectual property rights, including copyrights.

As part of our goal of maintaining the highest ethical standards of conduct, we are committed to fulfilling our legal obligations with respect to the use of copyrighted works.

Original works are copyright-protected under U.S. law, even if they are not registered with the U.S. Copyright Office and even if they do not carry the copyright symbol (©).

The consequences of not complying with copyright law can be very costly, both for the Foundation and for the individual employee who violates the law. As a matter both of ethical integrity and of adherence to U.S. copyright law, the Foundation sets forth the following policies:

- a. No employee of the Foundation may reproduce any copyrighted work in print, video or electronic form in violation of the law, and the easiest way to comply is by receiving express written permission of the copyright holder. Copyrighted works include, but are not limited to, printed articles from publications, TV and radio programs, videotapes, music performances, photographs, training materials, manuals, documentation, software programs, databases and World Wide Web pages. In general, the laws that apply to printed materials are also applicable to visual and electronic media (e.g., diskettes, CD-ROMs and World Wide Web pages).

- b. Employees must obtain permission from the copyright holder (or its licensing representative) whenever reproduction or duplication exceeds “fair use” as that term is defined in the copyright law. Determining what is a “fair use” is often a complex legal question, and employees are required to consult the Foundation’s General Counsel on all questions involving copyright procedures, including the question of what constitutes fair use.

Remember, when in doubt, stop and ask before taking action that might violate a copyright.

- c. If the Foundation needs a copyright license in order for you to take some action that you contemplate, contact the General Counsel. An attorney from the General Counsel’s office will negotiate any copyright licenses that the Foundation requires.

20. Research Protocols

Foundation employees are required to follow approved human and animal use protocols. Foundation employees are also required to obtain the appropriate review and approval for such protocols.

Research and clinical trials involving human or animal subjects is properly subject to strict regulatory requirements governing the approval and observance of protocols. It is Foundation policy to obtain all necessary reviews, approvals and—for human subjects research or clinical trials—approved participant consent forms, and to faithfully comply with all approved protocols. If you have any questions regarding review and approval of or compliance with protocols, or any general questions regarding the rules and regulations applicable to research involving human or animal subjects, contact the Foundation’s Regulatory Affairs Specialist.

21. Scientific Misconduct

Foundation employees are expected to exercise the highest level of integrity in the conduct of science, extending to basic research, research in which animals are used and clinical trials.

Integrity in research is not just the avoidance of wrongdoing, but also the rigor, carefulness and accountability that is expected in good research. This includes an emphasis on quality of research, appropriate supervision, maintenance of accurate and detailed research procedures and results and suitable assignment of credit and responsibility for research and publications, all of which are essential for fostering intellectual honesty and integrity in research.

Foundation research personnel are to refrain from all scientific misconduct. If allegations of scientific misconduct are made, the Foundation will make an inquiry into and/or investigate the matter.

All Foundation employees are required to cooperate with any inquiry or investigation.

22. Conduct of International Business

Foundation employees conducting business internationally are required to comply with all applicable laws and regulations of the United States and the relevant foreign country or countries.

Compliance with such laws, as well as with Foundation policies (including this Code of Ethics), is required even if they seem inconsistent with local practice in foreign countries and even if they would place the Foundation at a competitive disadvantage.

a. Employees are prohibited from making or offering unlawful payments or bribes.

The Foreign Corrupt Practices Act and other anti-corruption laws bar the payment or offering of anything of value to officials or politicians of foreign governments or any other person to obtain or retain business. Such laws also require proper accounting for transactions. Foundation employees are prohibited from making or offering to make any facilitating payments to expedite or secure a routine governmental action.

b. Employees are required to comply with import and export control laws and regulations.

U.S. laws and regulations control the import and export of goods, services and technical information to other countries and to non-U.S. persons in the U.S., as well as the re-export of U.S. products from other countries. Many foreign countries have similar laws. Foundation employees are required to comply with these laws to the extent they apply to the Foundation's activities.

c. Employees are required to obey U.S. economic boycott laws and regulations.

U.S. laws and regulations restrict or prohibit trading with certain foreign countries and also prohibit U.S. entities, such as the Foundation, from complying with certain boycotts imposed by other countries. Anti-boycott regulations also require the Foundation to notify the U.S. government of any boycott request received from a foreign government or official. Boycott laws, including the countries affected, change from time to time and must be closely monitored.

d. The application of U.S. and foreign laws and regulations is complex and changes frequently. Sometimes, U.S. law conflicts with foreign law.

Whenever you have a question about U.S. or foreign laws or regulations, and if you ever perceive a conflict between U.S. and foreign law, contact the Office of the General Counsel at Foundation headquarters for guidance.

23. Personal Conflicts of Interest and Commitment

- a. The Foundation has no desire to control the personal activities of its employees. Some employee activities, however, affect the Foundation no matter when or where they occur. The Foundation has a right to protect itself from employee conduct or relationships that might harm it or create an appearance of impropriety. This section discusses employee obligations, after hours as well as on the job, in situations known as "conflicts of interest" and "conflicts of commitment."
- b. A conflict of interest may arise in any situation that, based on the surrounding circumstances, could call into question an employee's impartiality. An employee is considered to have a conflict of interest whenever he or she, or any of his or her family, has an existing or potential financial or other material interest that either impairs or might appear to impair

the employee's independence and objectivity in the discharge of responsibilities to the Foundation. A close personal relationship that might cause an employee to choose between personal interests and interests of the Foundation can also be a conflict of interest.

- c. A conflict of commitment may arise when the external activities of a Foundation employee such as secondary employment, teaching, or extensive volunteer service, do, or could, adversely impact, or appear to impact, his or her capacity to meet the expectations for his or her Foundation job responsibilities. A conflict of commitment may exist if external activities routinely occur during the Foundation's normal business hours.
- d. Employees must disclose all actual conflicts. Employees must also disclose any appearance of a conflict, because the appearance of a conflict can affect outside perception of the Foundation as much as an actual conflict of interest. When in doubt whether a disclosable conflict exists, the employee is required to disclose.**

The employee is required to make disclosure to his or her supervisor. Supervisors receiving a disclosure are required to notify the Foundation's Ethics and Business Conduct Department and propose a plan to address the conflict.

- e. Personal relationships or financial interests with competitors, contracting parties, grant recipients, subawardees, subcontractors, suppliers or customers of the Foundation can create the appearance of a conflict of interest. To avoid the effect of any appearance of a conflict of interest, all family relationships and close personal relationships with and financial interests in competitors, contracting parties, grant recipients, subawardees, subcontractors, suppliers or customers of the Foundation must be disclosed.
- f. All new employees will execute a Conflict of Interest & Commitment Disclosure and Certification form as part of initial in-processing. All employees will update their Conflict Disclosure and Certification forms annually. An employee must disclose on the Conflict Disclosure and Certification form all interests and relationships that may conflict with the interests of the Foundation, even if the employee does not believe that an actual conflict exists.

For purposes of the Foundation's Conflict of Interest & Commitment Policy, the following definitions apply:

(1) The term "Family Member" includes an employee's spouse, parent, dependent child or stepchild and any relative by blood or marriage with whom the employee has similarly close personal ties.

(2) The term "Close Personal Relationship" includes an employee's fiancé, fiancée, significant other, domestic partner, or any other person with whom the employee has similarly close ties.

(3) The term "financial interest" includes ownership interests, investments (other than investments in publicly traded mutual funds), loans, wages, other compensation and any direct or indirect financial interests that place a person in a position where there could be a conflict or the appearance of a conflict between his or her personal interests or affiliations and the interests of the Foundation.

(4) The terms "competitor," "contracting party," "grant recipient," "subawardee," "subcontractor," "supplier" and "customer" include persons or entities who had previously or have currently any such arrangement with the Foundation, or who are being considered by the Foundation for any such arrangement in the future.

- g. The Foundation and its employees must promptly eliminate any conflict or any appearances of a conflict. One or more of the following steps will usually produce an appropriate resolution: limitation of duties, transfer or reassignment, additional supervisory review or any other action considered appropriate by the supervisor and the Ethics and Business Conduct Department.
- h. When an employee discloses a personal relationship or other situation that might give rise to an actual or apparent conflict, an employee's supervisor, in consultation with the Ethics Department, will take appropriate action to remove any adverse effect to the Foundation. Such action will normally include removing the Foundation employee from business contact with the outside party. In some cases, the supervisor, with the express written approval of the Ethics Officer, may permit the employee to retain duties concerning the outside party, but in those cases the supervisor will monitor the situation closely to verify that the outside party receives no favoritism or special treatment from the Foundation employee.

i. Additional Rules for Government Contracts, Grants and Cooperative Agreements

Additional conflict of interest restrictions and related requirements often apply to an employee working on a government contract, grant or cooperative agreement. Violations could result in severe criminal and civil penalties for both the employee and the Foundation. Employees who are working on a government contract, grant or cooperative agreement are required to familiarize themselves with the applicable restrictions and requirements that may apply. If in doubt as to any such restrictions or requirements, the employee should consult the General Counsel or the Ethics and Business Conduct Officer.

j. Additional Rules for PHS and NSF Projects

All Foundation employees who are "Investigators"—employees who are responsible for the design, conduct or reporting of research that is funded by the Public Health Service ("PHS," which includes NIH), or by the National Science Foundation ("NSF")—are required to disclose all significant financial interests to the Foundation. The significant financial interests to be disclosed are those that would reasonably appear to be affected by the research that is to be funded.

Employees who are Investigators, or who submit grant applications to PHS or NSF, are required to familiarize themselves with the applicable requirements.

Investigators are required either to certify that they have no significant financial interests or to disclose the significant financial interest before an application is submitted to the agency.

If in doubt as to the applicability of this requirement, the employee should consult the Office of Sponsored Programs or the General Counsel. In addition to monitoring compliance by Foundation Investigators, the Office of Sponsored Programs will monitor compliance by Guest Scientists of the Foundation on Foundation-administered programs.

24. Organizational Conflicts of Interest

Organizational conflicts of interest may arise when one Foundation business activity interferes or conflicts with another Foundation business activity. For example, work performed on one contract may make the Foundation ineligible to compete for another contract if the nature of the first effort is perceived to provide the Foundation an unfair competitive advantage on the second effort.

The Foundation is committed to complying with all applicable laws and regulations relating to avoidance or mitigation of organizational conflicts of interest. Accordingly, employees are prohibited from taking any action that creates or may appear to create an organizational conflict of interest unless authorized by an officer of the Foundation.

25. Workplace Safety

The Foundation is committed to providing a safe and secure workplace for its employees. In support of that objective, employees are expected to comply with all safety and security procedures applicable to Foundation and customer worksites.

26. Proper Use of Company and Customer Resources

The Foundation provides certain equipment and other tools and resources for use by its employees in performance of their job responsibilities. Employees are expected to comply with the Foundation's policies regarding acceptable use of such resources. In the event that employees are granted authorized use of Government resources (e.g., if performing work at a customer site), such employees shall comply with the Government's acceptable use policies.

C. Violations of the Code of Ethics

An employee who violates the Code of Ethics is subject to the full range of possible disciplinary actions, including termination of employment. Some violations of the Code of Ethics are also crimes, punishable under federal or state law. Section V.E of the Ethics and Business Conduct Program document discusses in detail the Foundation's handling of Code of Ethics violations, including the factors that the Foundation will consider in deciding upon the appropriate action.

II. RELATED POLICIES

The Code of Ethics is the central Foundation ethics policy document. The Foundation has many related policies and departmental procedures. If an employee has a question outside the scope of this Code of Ethics, then he or she should refer to and be mindful of any other applicable policies. As always, when in doubt the employee should consult his or her supervisor, the Business Conduct Officer or the Ethics Hotline. For questions regarding the applicability and interpretation of laws, regulations or Foundation policies or procedures, the employee may also consult the General Counsel's Office.

This Code of Ethics does not create any right, privilege, entitlement or cause of action in any person or entity (other than the Foundation), whether governmental, commercial, private or otherwise, where such right, privilege, entitlement or cause of action would not otherwise exist.

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