

Code of Business Ethics and Conduct

The Code of Business Ethics and Conduct describes how all MSH Representatives are expected to conduct themselves and explains how to anonymously report suspected misconduct.

1. SCOPE

This Policy applies to all Management Sciences for Health (“MSH”) directors, officers, employees, contractors, consultants or representatives acting on behalf of MSH (collectively “MSH Representatives”).

2. IMPORTANCE OF THIS POLICY

MSH is committed to promoting a culture of legal compliance, as well as ethical conduct.

In order to achieve the mission of saving lives and improving health, MSH must consistently demonstrate that it is committed to conducting its business with high ethical standards by dealing fairly and honestly with all parties and strongly condemning and actively preventing fraud and unethical acts. By adhering to the highest standards of ethical conduct MSH demonstrates to donors/clients that we can be trusted to do the right thing when managing their resources and demonstrates to beneficiaries that we are worthy partners in building strong, resilient, sustainable health systems.

This Code does not describe every law or regulation that may be applicable. Instead it highlights some of the more significant obligations that apply to MSH Representatives.

3. POLICY STATEMENTS

MSH places the utmost importance on conducting its business with high ethical standards, free from fraud, and does not condone unethical conduct.

MSH Representatives are required to read and understand this Code, uphold these standards in day-to-day activities, and comply with all applicable policies and procedures.

MSH Representatives must have sufficient knowledge of the requirements relating to their duties that they are able to avoid potential risks or unethical activities and know when to seek advice.

Violation of this Code, including failure to report unlawful or unethical conduct, may result in disciplinary action up to and including termination.

MSH Representatives are expected to:

- Adhere to the highest standards of ethical conduct and demonstrate the MSH core values of excellence, integrity, vitality, collaboration, and empowerment in all of the work they do.
- Report to MSH any information they may have concerning unlawful or unethical conduct by any MSH Representative.
- Comply with all applicable U.S. laws, regulations, rules, and regulatory orders associated with our business. MSH Representatives located outside of the United States are expected to comply with the laws of the jurisdiction in which they are located, as well as all U.S. laws.

- Act with propriety in the use of MSH or client resources and in the handling and use of public funds and remain vigilant in detecting, preventing, and reporting any suspected cases of theft, embezzlement or other unethical conduct in connection with procurements, billings, cash and other assets, payments, receipts, and dealing with contractors, suppliers or customers.

A. Conflicts of Interest

A personal conflict of interest occurs whenever an individual's private interests may affect his or her ability to act in the best interests of MSH. Examples of situations that may constitute a personal conflict of interest include:

- An MSH Representative accepting gifts, payment, or services from those seeking to do business with MSH;
- An MSH Representative taking any part in awarding business to a firm that they own or control;
- An MSH Representative taking any part in awarding business to a firm that is owned or controlled by that MSH Representatives friends or family;
- An MSH Representative having ownership of or any business interest in a company that is a competitor or a subcontractor to MSH;
- An MSH employee having any kind of a business relationship with an MSH customer or subcontractor;
- Having a personal interest or potential for gain in any MSH transaction.

MSH Representatives should avoid any relationship, influence, or activity that might impair, or even appear to impair, their ability to make objective and fair decisions when performing their job.

Actions should never be taken for the purpose of favoring any personal interest or the interest of a friend, family member or acquaintance, and MSH Representatives should never use MSH property or information for personal gain.

MSH Representatives must disclose to MSH in writing any interest that they have which may conflict with the business of MSH.

MSH Representatives are expected to devote their full attention to the interests of MSH during business hours and are prohibited from engaging in any activity, even if that activity is not performed during business hours, that interferes with their performance or responsibilities to MSH or is otherwise in conflict with or prejudicial to MSH, including sitting on the board of any company or organization whose business has a direct impact on MSH's work.

Employees may not accept simultaneous employment with an MSH supplier, customer, subcontractor or competitor, or take part in any activity that is in anyway competitive with the business of MSH. All outside employment must be approved by the employee's HR Partner.

Transactions for the procurement of goods and services must be conducted in accordance with the [Obtaining Outside Goods and Services Policy](#).

An organizational conflict of interest occurs whenever the interests or benefits of a person or entity (such as MSH) conflict with the interests or benefits of another. Organizational conflicts of interest can occur anytime a reasonably prudent person would have reason to question MSH's impartiality because of the appearance of bias or an unfair competitive advantage.

Examples of situations that may constitute an organizational conflict of interest include:

- MSH designing or planning an activity then seeking to compete for the award/contract to implement that activity;
- MSH evaluating an activity or contractor then seeking to compete for an award/contract to provide services that are being requested as a result of that evaluation;
- MSH auditing or otherwise collecting sensitive information from a contractor then seeking to do consulting work under a Government contract in competition with the firm from which it acquired the sensitive information.

MSH will not knowingly accept any new work where there are relevant factors or circumstances which could result in an actual or perceived organizational conflict of interest.

B. Fraud, Bribery & Corruption

MSH will not tolerate fraud, false claims, bribery or kickbacks by any MSH Representative and expects all MSH Representatives to report any suspected fraud, false claim, bribery, or kickback. Failure to do so may result in disciplinary action, up to and including termination.

MSH is committed to conducting its business operations throughout the world in full compliance with the U.S. Foreign Corrupt Practices Act ("FCPA") and all applicable anti-corruption laws wherever MSH operates. The Anti-corruption policy ([English](#) / [Français](#) / [Português](#)) sets the expectation and requirements for compliance with those laws. If you have any questions about this policy contact the General Counsel.

Fraud is the use of deception to obtain a financial or other advantage and includes such acts as bribery, forgery, extortion, corruption, conspiracy, false representation, and concealment of material facts.

False claims are a specific type of fraud. They are any claims that an individual presents or causes to be presented despite knowing the claim is false or fraudulent. The False Claims Act imposes severe civil penalties which could result in individuals and/or MSH paying three times the amount of damages sustained by the Government, in addition to substantial penalties for each claim or invoice, and limit or prohibit MSH from engaging in future business with the Government. Examples of situations that may constitute a false claim include:

- Failure to return money owed to the U.S. Government
- Overcharging for a product or service,
- Fraudulently reporting results
- Underpaying money owed to the Government and;
- Charging for one thing or service while providing another.

Bribery is the paying or offering to pay (either directly or through agents) anything of value, including money, to any person for the purpose of influencing them in the exercise of their duties.

A Kickback is any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind which is provided, directly or indirectly as an inducement for favorable treatment in awarding contracts for materials, equipment or services of any kind.

C. Procurement Integrity

“Procurement Integrity” refers to a range of legislation, regulations, directives, actions, and attitudes for assuring the fair treatment of bidders, offerors and contractors competing for USG or other donor funds.

One of the most important laws is the Procurement Integrity Act (PIA) which seeks to ensure that none of the potential recipients of an award gain certain types of unfair advantages.

The PIA includes a range of restrictions related to:

- US government officials disclosing contractor bid or proposal information or source selection information.
- MSH Representatives knowingly receiving contractor bid or proposal information or source selection information.
- MSH Representatives offering any form of compensation to certain former government employees.
- MSH Representatives offering any gratuity, gift, favor, entertainment, loan, or anything of value to certain government employees.
- MSH Representatives accepting any gratuity, gift, favor, entertainment, loan, or anything of value from certain government employees.

It is important that MSH Representatives never ask for, or knowingly receive contractor bid or proposal information or source selection information, and that they consult with the General Counsel or Head of HR before:

- Beginning discussions with any former USG employee about any arrangement that would pay them any form of compensation - including consulting fees, wages, salary, honoraria, commissions, etc.
- Including any former USG employee as a proposed new hire on any USG proposal.
- Giving anything of value to a USG employee, or accepting anything of value from a USG employee.

Any potential violation by U.S. Government employees should be reported.

Other governments and donors may have their own procurement integrity regulations including regulations that may restrict when and how MSH can hire the former staff of that government or donor (ex: former staff from a Ministry of Health). MSH Representatives must be aware of these regulations and act accordingly.

D. Trafficking in Persons

U.S. Government regulations and internal MSH policy prohibit MSH employees, consultants, suppliers, contractors, subcontractors or development partners from engaging in trafficking-related activities. These activities include engaging in sex trafficking, procuring commercial sex acts (even if this practice is legal in their jurisdiction), using force, fraud, or coercion to subject a person to involuntary servitude, or obtaining labor from a person by threats of serious harm to that person or another person, among others. In addition, these regulations prohibit certain employment practices relating to trafficking in persons, including:

- Destroying or otherwise denying access to an employee’s identity or immigration documents;
- Using misleading or fraudulent practices to recruit employees such as failing to disclose key terms and conditions of employment;

- Using recruiters that do not comply with local labor laws;
- Charging employees recruitment fees;
- Failing to provide return transportation to certain employees who are brought to a country for the purpose of working on a U.S. Government contract;
- Providing housing that fails to meet host country standards; and
- Failing to provide an employment contract or work document where required by law.

E. Child Protection

MSH believes that it is never acceptable for a child to experience abuse of any kind and recognizes its responsibility to protect them from abuse and to safeguard their welfare. MSH Representatives must comply with the behavioral protocols outlined in the [Child Protection Policy](#) which are designed to protect children from abuse, and to protect MSH Representatives from false accusations of inappropriate behavior or abuse. Refer to the [Child Protection Policy](#) for more information.

F. Harassment, Exploitation & Abuse

MSH is committed to maintaining a work environment that is free from harassment including, but not limited to, harassment based on race, color, religion, sex, national origin, age, disability, sexual orientation, gender identity, pregnancy, ancestry, status as a veteran, military service, genetic information, or any other characteristic protected by law. Refer to the [Anti-Harassment and Misconduct Policy](#) for more information.

MSH places human dignity at the center of its development work and will not tolerate exploitative and abusive relationships. Refer to the [Protection from Sexual Exploitation and Abuse policy](#) for more information.

G. Mandatory Reporting and Anti-Retaliation

MSH Representatives must report any actual or suspected illegal or unethical conduct related to MSH's activities. Failure to report actual or suspected illegal or unethical conduct may result in disciplinary action, up to and including termination.

To report any violations or potential violations of this code of ethics:

- File a report online at www.msh.ethicspoint.com or;
- Call the reporting hotline at +1-888-418-0936. Specific local dialing instructions for individual countries are available by going to www.msh.ethicspoint.com and selecting the country from which you are calling from the dropdown list under "File a New Report".

Both the hotline and online reporting tool are available 24 hours a day, seven days a week.

Reports may be made anonymously, but you are encouraged to share as much information as possible so that MSH can take appropriate action.

MSH Representatives also have the right to make an external report or disclosure and are not required to inform MSH. The MSH Code of Business Ethics & Conduct does not prohibit reporting possible violations of federal law or regulation to any governmental agency or entity such as the Department of Justice, the Congress, and any agency Inspector General, or make other disclosures that are protected under the antiretaliation policy of federal law or regulation.

MSH will not tolerate retaliation or discrimination of any kind against any person for raising a concern in good faith or assisting in an investigation. Retaliation can take many forms, including threats, intimidation, harassment, bullying, humiliation, changing work responsibilities or conditions, or raising issues against someone maliciously or in bad faith. Anyone found to have engaged in retaliation is subject to disciplinary action, up to and including termination.

H. Responsibilities and Consequences of Code Violations

The day-to-day responsibility for the prevention and detection of violations of the Code rests with all MSH Representatives.

The Chief Financial Officer (CFO) has primary responsibility for ensuring that control systems and procedures are in place for preventing, reporting and dealing with Code violations. The Chief Executive Officer (CEO) will seek to ensure that the CFO fulfills these responsibilities, and the Audit Committee of the Board of Directors will seek to ensure that all reported concerns or complaints are addressed in a proper and timely fashion.

If an MSH Representative fails to comply with this Code and/or commits a violation of applicable laws, the MSH Representative and MSH itself may be subject to criminal or civil penalties, including but not limited to suspension or debarment from working for or doing any business with the U.S. Government.

MSH will take prompt and appropriate disciplinary action against MSH Representatives who violate the law in all cases. Any violation of this Code, including failure to report suspected wrongdoing, is cause for disciplinary action up to and including termination.

Any MSH Representative who has questions about the application of the Code is expected to contact General Counsel, the VP of Human Resources or the Finance Director leading Shared Project Services.

I. Employee Certification Process

MSH employees must certify that they understand and are in compliance with the requirements in the MSH Code of Business Ethics and Conduct at the time they are hired, and annually thereafter for as long as they remain employed by MSH.

All supervisors are accountable for ensuring that their supervisees receive, read and understand the MSH Code of Business Ethics and Conduct, and complete all required certifications.

Non-compliance with the certification requirements is considered a serious violation of the Code and may result in disciplinary action, up to and including termination.

[J. Definitions](#)

Contractor Bid or Proposal Information = any of the following types of information submitted in connection with a bid or proposal:

- Cost or pricing data (e.g. budgets and budget notes)
- Indirect costs and direct labor rates if you intend to use them to gain a competitive advantage
- Any information marked as "contractor bid or proposal information", or marked with the FAR confidentiality clause in 52.215-1(e).

Source Selection Information = any information that the USG prepares in order to evaluate a bid or

proposal or decide who will be awarded a contract, such as technical evaluation plans, the ranking of proposals, or any document summarizing the strengths/weaknesses of proposals.