

UNIVERSITY OF ST. AUGUSTINE FOR HEALTH SCIENCES

CODE OF CONDUCT AND ETHICS

GENERAL SUMMARY/PURPOSE

We each must accept our responsibility to promote integrity and ethical conduct in all our activities.

We have a responsibility to ask for help when we are unsure of the appropriate action and speak up when we see something that looks wrong. We have several options for help and reporting, including access to our Compliance Officer and the confidential USAHS Ethics Helpline.

Summary

- All USAHS records—including not only financial accounts, but all electronic or written records, such as student grades and attendance records, expense reports, and time sheets—accurately and fairly reflect the underlying event or transaction.
- We use USAHS assets for legitimate purposes related to our operations and protect the assets and intellectual property of others.
- We protect the University's confidential information and safeguard others' personal information.
- When working for USAHS, we advance the University's best interests. If a situation might be perceived as a conflict of interest, we must disclose it.
- We must never offer or accept business courtesies under circumstances where it could improperly affect, or appear to improperly affect, decision-making.
- We must not take advantage of anyone through manipulation, concealment, misrepresentation of facts, or any other unfair dealing.
- We comply with all applicable laws on antitrust and competition, and anti-money laundering.
- We do not offer or accept bribes or improper payments of any kind, whether in dealings with public officials or individuals in the private sector, including students.
- We must consult USAHS legal counsel before engaging in any political activity on behalf of the University.
- We must never make a charitable contribution for an improper purpose, or when it may create the appearance of a bribe.
- If we use social media, we do so in a personal capacity and not in affiliation with the University; further, we must not do so in a way that might harm USAHS, our colleagues, students, or business partners.
- If we receive a media inquiry about the University, we should immediately direct them to mediarelations@usa.edu.

The Code of Conduct and Ethics (“Code”) provides general principles and guidance in a wide variety of situations but cannot dictate a specific course of action for every possible circumstance. Even after reading the Code and taking required training, we may have questions about appropriate conduct in a particular circumstance, or we may observe something that may be a violation of the Code or the law.

We have a responsibility to ask for help when we are unsure of the appropriate action and speak up when we see something that looks wrong.

CONTACT INFORMATION

We may contact:

- Our supervisor or higher levels of management
- Our Compliance Officer
- The Legal or Human Resources Department
- The USAHS Ethics Helpline (<http://usahs.ethicspoint.com/>)

WHO IS THE COMPLIANCE OFFICER?

The Compliance Officer is the official contact designated to address questions about the Code, receive reports of possible misconduct, help resolve issues, and provide certain approvals under the Code.

Our Compliance Officer is the General Counsel or designee

USAHS ETHICS HELPLINE

The Helpline <http://usahs.ethicspoint.com> is available at all times, through the website or the toll-free numbers listed on the site and accepts reports in any language. The Helpline is staffed by an independent professional service provider who will forward questions and concerns to the USAHS Compliance Officer in confidence for handling. Reports can even be submitted anonymously.

For employment-related issues, such as harassment, discrimination, bullying or other interpersonal conflicts, we should contact Human Resources or raise the issue to our supervisor. Please reference either the Employee Handbook or Faculty Handbook for the University’s policies on these topics.

Who We Are

USAHS is an accredited (both regional and programmatic) institution that completed a rigorous assessment by B Lab®, an independent non-profit organization that serves as a global movement of people using business as a force for good. USAHS is a certified B Corporation®, meaning the University meets B Lab’s demanding standards of social and environmental performance, accountability, and transparency.

To Whom Does the Code Apply?

The Code applies to every USAHS employee, including faculty members and independent contractors who do business with the University.

Across all levels of our institution, we hold ourselves to the highest standards, act with integrity, and are accountable for our actions. We are committed to acting honestly and ethically; this means that we each must accept our responsibility to promote integrity and ethical conduct in all of our activities.

However, situations may arise in which the proper course of conduct may not be obvious. In the end, we are all responsible for our own behavior. The key is to exercise good judgment. This means following the spirit of the Code and the law, and always doing the right thing. We should ask ourselves:

- Am I acting honestly?
- Am I acting consistently with the Code and the law?
- Could my actions harm the University?
- Am I treating others fairly and respectfully?
- Would I want to see my actions reported on the Internet or in the media?
- What would my colleagues, friends, and family think of this decision?
- Am I acting consistently with my values and the University's values?

Q AND A

Q. My manager has asked me to do something that I think violates the Code. What should I do?

A. Talk to your manager about it. You may have misunderstood what you were being asked to do, or your manager may have overlooked relevant facts or circumstances. If this does not resolve the matter, or you don't feel comfortable raising the issue with your manager, speak up.

Under no circumstances should you take any action that violates the Code. If you violate the Code, the fact that your manager asked you to do something will not protect you against disciplinary action.

LEADERS

Leaders set the tone. They act as role models and communicate behavioral expectations. Leaders must:

- Be an example of ethical behavior and appropriate conduct at all times.
- Take steps to ensure that those they manage understand and follow the Code.
- Never encourage or direct others to achieve results at the expense of compliance with the law or the Code.
- Create a culture that rewards appropriate conduct and avoids undue pressure to achieve results.
- Create an environment where everyone feels comfortable asking for help and expressing concerns. We all should feel encouraged to speak up and raise concerns without fear of retaliation.
- Provide guidance and assist others in resolving questions concerning the Code.
- Get help when necessary in answering questions or responding to concerns about the law or the Code.

Any management employee deemed to have contributed to a Code violation (either by committing the

violation or through negligence or setting the wrong tone), will have their entire bonus at risk, and may be subject to additional discipline, up to and including termination of employment.

FACULTY

Our students are our highest priority. We provide a learning environment that fosters student success. Faculty members are representatives of the University and must demonstrate ethical behavior, academic integrity, professionalism, and respect in dealings with students, parents, colleagues, and communities. Faculty must also follow policies related to their particular areas of responsibility including academic integrity standards and research ethics.

THE CODE AND OTHER REQUIREMENTS

USAHS is committed to compliance with all laws applicable to its operations. Under certain circumstances, applicable law may establish requirements that differ from this Code. If there is a conflict between the law and this Code, we must comply with the law. If the Code is more restrictive, we should follow the Code.

Our institution also may impose requirements regarding our conduct through local policies.

If there is a conflict between local policies and the Code, we should follow the more restrictive rule. If we are uncertain, we should consult our Compliance Officer.

SPEAKING UP

We all have an obligation to maintain the University's reputation for ethical conduct and to continue to earn the trust of all those affected by our operations. This means taking action to prevent violations of the law or the Code

By raising ethics and compliance concerns, we help protect ourselves, our students, our institutions, and USAHS. Raising concerns gives USAHS the opportunity to deal with the issue and correct it, ideally before it becomes a violation of the law or a risk to others.

We should speak up if we have a question about appropriate conduct, or if we observe behavior that concerns us, even if we are not certain that a violation has occurred.

If we have a question or suspect that there has been a violation of the law, our Code, or a USAHS policy, we have several options to get help, described in the Resources section of this Code.

We may raise a concern anonymously, but we are encouraged to identify ourselves to facilitate investigation and further communication. If we make our identity known, USAHS will take every reasonable precaution to keep our identity confidential, consistent with conducting a thorough and fair investigation.

Reports of suspected violations should always be made honestly. It is a violation of the Code to knowingly make a false accusation.

USAHS takes all reports of possible misconduct seriously and will conduct an investigation. Prompt reporting when we suspect a Code violation is vital to ensuring a thorough investigation and timely resolution.

During the investigation process, relevant USAHS personnel will:

- Form an investigation plan, including identification of appropriate investigators
- Determine the facts through interviews and review of documents
- Determine corrective action, if necessary

We should not try to investigate or resolve a matter on our own, but if we become involved in a Code investigation, we should fully cooperate and answer all questions completely and honestly. Any interference with a Code investigation is a Code violation.

NO RETALIATION

USAHS has zero tolerance for retaliation. We do not allow anyone to be treated badly because they have raised an issue honestly. Any retaliation against a person who raises a Code concern honestly or participates in a Code investigation is a violation of the Code and grounds for disciplinary action, including dismissal.

Retaliation can take many forms, including intimidation, denial of a promotion, a poor performance review, or termination of employment. It can also include subtle actions, like failure to include someone in social activities to which they might otherwise have been invited. All of this behavior is prohibited if it is meant to punish someone for having raised a concern.

We all must remain vigilant for signs of retaliation, in our own conduct, and in the conduct of others. If we work with someone who has raised a concern or provided information in an investigation, we should continue to treat the person with courtesy and respect. If we believe someone has been retaliated against, we should report the matter.

ACCURATE RECORDS AND REPORTING

The accuracy of our books and records is critical to our operations, and to our reputation and credibility. Accurate records are everyone's responsibility, not just Accounting and Finance. These records include all USAHS documents, written and electronic. These records are necessary for our internal decision making, and form the basis of our reporting to accreditors, government agencies, and others. All USAHS records— including not only financial accounts, but also electronic or written records, such as student grades and records, expense reports, and time sheets—accurately and fairly reflect the underlying event or transaction.

All reports and documents that USAHS submits to any government agency or other third party, and all other public communications and disclosures made by USAHS, must be full, fair, accurate, timely, and understandable.

We must:

- Not falsify any document.
- Record all financial transactions in the proper account, department and accounting period.
- Follow all internal controls.
- Provide prompt and accurate answers to all inquiries made to us in the preparation of public reports and disclosures.
- Raise any concerns about the accuracy of our records or the effectiveness of our internal controls.
- Not make misrepresentations, including health screening information or other requirements, to support a safe and healthy campus community.

CONTRACTS

Among the most important USAHS records are the contracts by which we commit our resources and agree to certain actions. We must ensure that any contractual commitment is properly negotiated, reviewed, approved, executed, reported, recorded, and retained.

RECORD RETENTION

We must maintain records as follows:

- Retain all records for the period of time specified in any applicable record retention schedule, and then properly dispose of them in accordance with the applicable record retention policy.
- Abide by all notices to retain records in the event of litigation or government investigation.
- If we are uncertain how to account for a transaction, we should consult relevant Financial personnel.

Q AND A

Q. I've gone over budget on marketing expenses, but if I delay submitting some of the vendors' invoices until next quarter, I can cover some of the excess. Is that OK?

A. No. We must always record expenses in the accounting period in which they were incurred.

Q. I'm on the Enrollment team and we are short on our enrollment target for the term. I have spoken to a few prospective students who I believe will enroll soon. If I put them in the system now, we can reach our goals, and everything will be OK when they do enroll.

A. Don't do it. Recording enrollments in the system before they occur is falsification of our records. USAHS reports enrollment numbers to our accreditors, and they must be accurate. Falsification of this sort is grounds for dismissal.

Tangible assets include:

- physical property (including equipment, supplies, and real estate)
- money and financial equivalents
- computer systems, software, and electronic devices

Intangible assets include:

- intellectual property such as trade secrets, patents, trademarks, and copyrights
- business and marketing plans
- curricula, designs, and databases
- records (including student and employee records, salary information, contact information lists)
- unpublished financial data and reports
- student lists

USAHS may access, publish, or retain any information on any of the University's computers or email systems, where permitted by applicable law. We use USAHS assets for legitimate purposes related to our operations.

We protect our assets:

- Keeping computers, laptops, and mobile devices secure
- Never using these assets for illegal or improper purpose—including gambling, pornography, or to further a business outside of USAHS—or in any manner that is contrary to the University's policies or the Code
- Using assets, such as research grant funds, only for their intended purpose

We use technology responsibly:

- Creating strong passwords, keeping them safe, and never sharing them
- Making limited personal use of USAHS technology assets
- Keeping to a minimum the transfer to a USAHS computer of any data, information, or software that is not intended for use in our operations

We also protect the assets and intellectual property of others:

- We must not make copies of, resell or transfer copyrighted publications (including software, articles, books, curricula, and databases) as well as confidential and proprietary information of others, unless authorized to do so under an appropriate license agreement.
- We do not bring to USAHS work product or intellectual property that belong to our former employers.

Using another's written or electronic materials without attribution or appropriate consent is plagiarism or infringement. It is a violation of the Code and may be a violation of the law.

Q AND A

Q. It's been a busy day, and I have not had a chance to get out of the office for a break. Can I use my USAHS computer to complete a personal online banking transaction?

A. Yes. Limited personal use of USAHS systems is acceptable if it does not interfere with your ability to do your job, USAHS operations, or the operation of our systems.

PROTECTING INFORMATION

We protect the University's confidential information from unauthorized use or disclosure. Improper disclosure of the University's confidential information could harm USAHS or our students or give an unfair advantage to our competitors.

Confidential information includes all proprietary or non-public information, whether created inside USAHS or entrusted to us by students or others.

Examples include:

- the University's trade secrets
- information related to individual employees, faculty members, or students
- trends and projections
- information about financial performance
- targets and budgets
- marketing plans
- enrollment trends
- lead flow, conversion, and graduation rates
- academic programs or degrees in development
- growth or expansion plans
- information about potential acquisitions, divestitures, and investments
- significant personnel changes
- existing or potential major contracts, orders, suppliers, or finance sources

We must not share the University's confidential information with anyone, inside or outside USAHS, unless they have a legitimate reason to know, or disclosure is required by law.

We must follow all policies related to the protection and classification of confidential information.

When sharing information outside USAHS, we should take appropriate action, such as the execution of a confidentiality agreement, to protect against misuse.

Q AND A

Q. I received an internal email with confidential information. I know I can't share it with anyone outside of USAHS who isn't authorized to see it, but can I share it with a coworker?

A. You should only share confidential information with other employees who are authorized to see it and need to know the information as part of their job.

DATA PRIVACY

USAHS is entrusted with personal information about our students, employees, and business partners. We must safeguard this information as we would our own.

Examples of personal data:

- address
- age
- race
- religion
- sexual orientation
- employment and salary information
- student grades, application materials, and records
- personnel records and data
- medical information
- financial account numbers
- government identification numbers
- criminal convictions
- political affiliations

Those of us who have access to the personal data of others must:

- Handle that data in accordance with applicable law and any relevant privacy policies or contractual obligations.
- Prevent unauthorized disclosure.
- Collect, use, and process such information only for legitimate purposes.
- Limit access to the information to those who have a legitimate purpose for seeing it and who are trained in the proper handling of this information.
- Consult with our local IT team to understand how best to protect these data.

Q AND A

Q. I am in discussion with a vendor for certain services that will require the vendor to store and use personal data of our students and potential students. Is there anything I need to do to protect these data?

A. Consult with the CIO and/or the Executive Director of IT before entering into a contract with the vendor or transferring any personal data to them. The CIO and/or the Executive Director of IT can ensure that the necessary protections are in place.

CONFLICTS OF INTEREST

When working for USAHS, we advance the University's best interests. A conflict of interest arises when our personal activities and relationships interfere, or may appear to interfere, with our ability to act in the best interest of USAHS. Acting in furtherance of personal interests when those interests conflict with the University's can harm the institution, and even the appearance of a conflict may cause others to doubt our fairness.

If there is a chance that a situation might be perceived as a conflict of interest, we must disclose it to our supervisor and our Compliance Officer (or use the Conflict of Interest Disclosure Form) and take steps to get it resolved. A conflict of interest is not necessarily a Code violation. Failing to disclose a conflict is.

Common conflict of interest situations includes:

- Having a financial interest in a company that does business with USAHS.
- Receiving compensation or other incentives from a company or academic institution that does business or seeks to do business with USAHS, or that competes with us.
- Holding a second job that interferes with our ability to do our USAHS job.
- Hiring a supplier that is managed or owned by a relative or close friend.
- Allowing personal relationships at work to influence, or create the appearance of influencing, our ability to act in the best interest of USAHS.

Conflicts of interest can take many forms. The Code can't address every potential conflict of interest situation, so we must use good judgment and seek guidance when unsure.

[Conflict Disclosure Form](#)

FINANCIAL INTERESTS

We avoid investments or other financial interests that could interfere, or appear to interfere, with our ability to make decisions in the best interest of USAHS.

We must not:

- Hold a financial interest in, or receive any personal benefit from, any USAHS supplier we deal with on the University's behalf, unless we have Compliance Officer approval.
- Take for our own benefit, or that of a friend or family member, any business opportunity, including acquiring an interest in real or intellectual property, in which USAHS has, or might have, a legitimate interest.

Q AND A

Q. I have to select a new supplier to provide certain technology services on campus. My brother owns a technology company that I know will do a good job, and he'll give us a good price. Can I hire my brother's company?

- A. You should not be involved in the selection process, as it might appear to others that you are favoring your brother rather than making an objective decision. You should notify your supervisor and Compliance Officer of your potential conflict of interest and remove yourself from the decision-making process. Others can make the selection decision, and if your brother's company offers good service at a good price, he will be seriously considered.

FAMILY AND FRIENDS

Many of us have relatives or friends who have business relationships with USAHS, our suppliers, or competitors. These circumstances can raise conflict of interest questions because others might think we are favoring these relationships above the University's interests.

- We must seek Compliance Officer approval before we can deal with a company on the University's behalf if we have a relative who is employed by the company, or if our relative owns more than 1% of the company.
- In general, we should not supervise relatives, either directly or indirectly. Compliance Officer approval is required for any exceptions.
- We should take care not to allow friendships, either at work or outside, to interfere with our ability to act in the University's best interests.

A relative is a:

- spouse
- domestic partner
- parent
- child
- grandchild
- sibling
- mother- or father-in-law
- brother- or sister-in-law

Even when dealing with relatives other than those described above, we should take care not to let our relationship interfere with our responsibilities to the University.

RELATIONSHIPS WITH STUDENTS

Nothing is more important than our students. For those who interact with students, particularly faculty members, we must take care with the relationships we build. Getting to know students, and developing friendships with them, is admirable, but:

- We must not let personal relationships interfere with treating students fairly and grading their work objectively.
- We must avoid romantic relationships with students if we are teaching them or otherwise dealing with them in a professional capacity.

- We must not take advantage of the teacher-student relationship by offering students commercial services—such as tutoring for pay—outside USAHS.

OUTSIDE EMPLOYMENT

If we work outside the University, we ensure that these other duties do not interfere with our ability to perform our job for USAHS.

- We must not be employed by, or receive any compensation or a loan from, a USAHS supplier if we deal with them on the University's behalf.
- We must not be employed by, or receive any compensation from, a non-USAHS institution of higher education. There is an exception for faculty not in a management position who are allowed to provide services to other educational institutions. Other situations require Compliance Officer approval.
- We must not serve as an officer or director of any for-profit company or any higher-education institution outside of USAHS without first seeking Compliance Officer approval.
- Approval is not necessary for service in a family-owned business or a professional, community, or charitable organization, unless the business or organization is a USAHS supplier or competitor.
- Part-time faculty need to seek approval only to serve as an officer or director of a higher-education institution.

Q AND A

Q. I am an accountant, and one of the vendors with whom I occasionally interact has asked me to do some part-time accounting work for them in the evening and on weekends. I would like the extra money. Can I accept the job offer?

A. No. Accepting a job from a vendor with whom you interact on behalf of USAHS might create the appearance that the vendor is trying to influence your decision making on behalf of USAHS.

EMPLOYEES AS STUDENTS

USAHS faculty and employees may, from time to time, enroll as students at our institution. This is perfectly acceptable, but instructors should take care not to treat these students differently because they are employees.

GIFTS, MEALS, ENTERTAINMENT, AND OTHER BUSINESS COURTESIES

Our Responsibilities

Offering or receiving gifts, meals, entertainment, hosted travel, or other courtesies can be a legitimate means of strengthening relationships, but we must never offer or accept such courtesies under circumstances where they could improperly affect, or appear to improperly affect, decision making.

In general, such business courtesies given to or received from suppliers, students, and others outside USAHS must be related to a legitimate purpose and given or received without expectation of any improper influence or advantage.

- Business courtesies should be reasonable, infrequent, and modest in amount, as well as consistent with internal policy, applicable law, custom, and practice.
- We must never offer gifts, meals, entertainment, or travel to anyone to obtain or retain licenses, approvals, business, or any other type of improper advantage.
- Offering or accepting gifts, meals, entertainment, or other business courtesies above certain monetary thresholds requires Compliance Officer approval
- We must never give or receive gifts of cash or cash equivalents in our dealings with outside parties.
- Faculty may accept modest gifts from students, but not under circumstances where it might appear that the gift is an attempt to influence.
- Consult the institution's policies on gifts, meals, and entertainment.

FAIR DEALING

Our Responsibilities

USAHS deals honestly with its students, suppliers, competitors, and each other. We must not take unfair advantage of anyone through manipulation, concealment, misrepresentation of facts, or any other unfair dealing.

Fair dealing is of particular importance in our interactions with prospective students, as we encourage them to consider enrolling at our institution. We must always do so honestly and without deception.

Examples of prohibited conduct include:

- Bribery or payoffs to enhance our operations
- Acquiring a competitor's trade secrets or confidential information through bribery, theft, or misrepresentation
- Making false, deceptive, or disparaging claims or comparisons about competitors or their products or services
- Mislabeling or misrepresenting products or services
- Making misrepresentations to students and prospective students about course offerings or post-graduation employment

ANTITRUST AND COMPETITION

Our Responsibilities

We compete fiercely, but fairly. We follow all applicable antitrust and competition laws. These laws are designed to protect consumers and competitors against unfair practices and to promote and preserve competition. We grow responsibly and by providing exceptional education – not through prohibited or anticompetitive practices. These include:

- **Price Fixing.** USAHS may not agree with its competitors to raise, lower, or stabilize prices or any element of price, including discounts and credit terms.
For example: USAHS and a competitor academic institution may not agree to set a fixed price for a course offering.
- **Limitation of Supply.** USAHS may not agree with its competitors to limit its enrollment or otherwise restrict the supply of its services.
For example: USAHS and a competitor academic institution may not agree to offer only certain courses or programs and not offer others.
- **Allocation of Business.** USAHS may not agree with its competitors to divide or allocate markets, territories, or customers.
For example: USAHS may not agree with a competitor academic institution to recruit only from a particular geographic area in return for an agreement from that university to focus on a different area.
- **Boycott.** USAHS may not agree with its competitors to refuse to sell or purchase products from third parties. In addition, USAHS may not prevent a student from purchasing or using non-USAHS products or services.
For example: USAHS cannot prevent a student from simultaneously taking courses at competitor academic institutions.

Watch out for:

- We must exercise caution in meetings with competitors, as any meeting with a competitor may give rise to the appearance of impropriety.
- We should avoid any communication with a competitor regarding prices, costs, market share, revenues, supplier terms and conditions, product offerings, bids for any contract or program, selection and retention of students, or distribution and marketing methods.
- We should be careful when attending meetings of professional organizations and trade associations at which competitors are present. We should not discuss pricing policy or other competitive terms, plans for new or expanded offerings, or any other proprietary, competitively sensitive information.

If we have any doubt about the legality of an action or arrangement, consult the Compliance Officer.

INTERNATIONAL TRADE

Our Responsibilities

Trade Regulations

Many countries periodically impose restrictions on exports and other dealings with certain other countries, persons, or groups, often because they are believed to support terrorism, narcotics trafficking, or other crimes. Export laws may control trading of commodities, technologies, or services that have the potential to be used for military purposes. Laws also restrict travel to or from a sanctioned country, imports or exports, new investments, and other related transactions.

These laws are complex, and subject to frequent change. Those of us whose work involves the transfer of products, technologies, or services across international borders, or who are engaged in enrolling students who reside in other countries, should consult with the Legal Department or our Compliance Officer to ensure compliance with any laws or restrictions that might apply.

VENDOR SCREENING

We have established a screening process to check our vendors and potential vendors against sanctions lists, and to preclude any relationship in the unlikely event that any of these vendors are on the lists. If we detect a vendor who is on a sanctions list, we may have to stop doing business with them or be prohibited from entering into an agreement with them.

ANTI-BOYCOTT

By law, USAHS may not support or cooperate with an unsanctioned boycott of another country that is “friendly” to the United States. USAHS must report to the U.S. government any request to support such a boycott, regardless of where in the world the request comes from. We may receive this type of request in a bid invitation, purchase contract, letter of credit, or orally. We must notify the Compliance Officer immediately if we learn of a request to support such a boycott.

The most comprehensive sanctions regimes, as of 2021, relate to Cuba, Iran, North Korea, and Syria. The scope and severity of these sanctions programs change from time-to-time as world politics change, but if we are contemplating any business or recruiting in these countries, we should contact the Legal Department. For further information, please visit: <https://www.bis.doc.gov/index.php/policy-guidance/country-guidance/sanctioned-destinations> and <https://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx>.

MONEY LAUNDERING

Money laundering is the process of concealing or disguising the identity of illegally obtained proceeds so that they appear to have originated from legitimate sources. Money laundering is often used to support crime or terrorism.

Our Responsibilities

USAHS is committed to complying fully with all applicable anti-money laundering laws. We must conduct business only with reputable business partners, involved in legitimate business activities, with funds derived from legitimate sources.

We must prevent any involvement in money laundering by recognizing questionable financial transactions and conducting appropriate due diligence of our business partners.

Watch out for:

- Vendor requests for payments to multiple accounts, or using various forms of payment
- Suppliers or business partners who provide incomplete, false, or suspicious information about

themselves, or the company they represent

- Suppliers or business partners who want to avoid keeping records or reporting on their transactions

If we observe any unusual activity that could indicate money laundering, we should contact the Legal Department immediately.

BRIBERY & CORRUPTION

A bribe is anything of value offered to improperly influence a decision.

Anything of Value

A bribe can be anything that is of value to the person being influenced; bribes do not have to be paid in cash. For example, gifts, meals, entertainment, business opportunities, scholarships, job offers, and even charitable contributions all could be bribes if offered for an improper purpose. There is no monetary threshold; a payment of any amount could be a bribe. At USAHS we do not pay bribes, even if it means we may lose money or delay a project.

Q AND A

Q. I am in discussion with a local hospital about providing clinical positions for our health sciences students. The hospital administrator suggests that he can arrange for the positions if the university supplies the hospital with several television sets.

A. Consult your Compliance Officer. The arrangement may be legitimate but raises a risk of corruption if any of the televisions are for the personal use of the administrator. Any arrangement with the hospital must be described in a written agreement containing appropriate anti-corruption language, and the televisions must be delivered to and used by the hospital rather than the administrator personally. Please speak to a member of the University Clinical Services team for more information.

Q. We have finished construction on a new building and are awaiting the occupancy permit. The building meets all the requirements for occupancy, but the relevant government official has not issued the permit. When we ask, he says, "I'm very busy, and don't know when I'll get to it." The official has not asked for money, but I believe that if I offer him a small payment, he will issue the permit.

A. Do not make the payment. Contact senior management and USAHS legal counsel. There may be action we can take to minimize disruption while we wait. We should use legitimate contacts and relationships we have at more senior levels of government to resolve the situation appropriately.

Q. A local tax authority is claiming that our school is delinquent on certain taxes and must pay a large penalty. Our consultant suggests that if we treat the tax commissioner and his wife to a nice dinner the issue will go away. The cost of the dinner will be less than the cost of the penalties.

A. Do not make the payment. Contact senior management and USAHS legal counsel. There may be an action that we can take to minimize disruption while we wait. We should use legitimate contacts and relationships we have at more senior levels of government to resolve the situation appropriately.

Watch out for:

Examples of bribes include offering or accepting payments, or the giving of anything of value, to:

- Obtain regulatory approvals
- Obtain construction permits
- Obtain advantageous tax or customs treatment
- Avoid enforcement of laws
- Influence the awarding of a contract or other business transaction
- Gain access to potential students
- Change a student grade or other student document

We do not offer or accept bribes or other improper payments of any kind, whether in dealings with government officials or individuals in the private sector, including students. We comply with all anti-corruption laws applicable to our operations, as well as with the University's policies, and all other anti-corruption policies that may apply to our operations. We are all responsible for reading and understanding these policies.

SAFETY EXCEPTION

We have zero tolerance for making or accepting bribes or kickbacks. The only exception is where a payment is necessary to ensure personal safety or safe passage.

Even in such cases, we must inform our Compliance Officer as soon as possible after making such a payment.

Who is a Government Official?

A government official is any officer or employee of any governmental entity at any level, as well as officers and employees of companies or institutions owned or controlled by the state. Examples include educational regulatory officials, government personnel responsible for issuing licenses and permits, and employees of public high schools.

THIRD PARTIES

Our Responsibilities

We must not do indirectly what we are not permitted to do directly. We must not allow third parties, such as agents or consultants, to engage in bribery, kickbacks, or other improper payments on behalf of USAHS. We must follow USAHS' due diligence procedures prior to retaining third parties, and monitor third-party activities, to ensure that only third parties who conduct themselves ethically are acting on our behalf.

Our Responsibilities

Various laws restrict the use of USAHS' assets on behalf of a political party or candidate, including direct monetary contributions. Many laws also restrict the University's ability to engage in lobbying. Accordingly, we must consult USAHS legal counsel before engaging in such activity on behalf of USAHS.

We are all free to participate in political activities individually, on our time and using our own resources.

Watch out for:

- We must not engage in any personal political activity (such as running for public office, serving as an elected official, or campaigning for a political candidate) using USAHS time or resources.
- All USAHS monetary contributions to any political party, candidate, or campaign must be approved in advance as required by legal counsel.
- We must consult USAHS legal counsel before using any institutional assets (including the University's name, facilities, and systems) for any activities including a political party, candidate, or campaign.
- We must consult USAHS legal counsel before contacting any government officials on behalf of USAHS for the purpose of influencing a law or regulation, or the outcome of a government determination.

Our Responsibilities

USAHS will, from time to time, make charitable contributions, including donations and sponsorships, that help support the communities in which we operate. But we must never make such a contribution for an improper purpose, or when it may create the appearance of a bribe.

Watch out for:

- Charitable contributions should be made without expectation of any benefit from the charitable organization or any other party, other than acknowledgement of the contribution.
- Charitable contributions generally should be made only to organizations recognized by law as charitable. Exceptions must be approved by the General Counsel.
- We must ensure appropriate due diligence on any charitable organization prior to making a charitable contribution.

Our Responsibilities

Online Public Forums and Social Media

If we use social media, we do so in a personal capacity, and not in any way that might harm USAHS, our colleagues, our students, or our business partners.

Social media offer exciting possibilities, but also carry many dangers. We must exercise care in the use of all online public forums, including blogs, wikis, chat rooms, social networks, user-generated audio and video, or other social media. Because social media tend to blur the line between public and private, even personal online behavior may be subject to this Code.

Whenever we post, we should be honest, truthful, and respectful.

Watch out for:

- Only those specifically authorized by USAHS may post content as a representative of USAHS, and these individuals must always identify their affiliation with USAHS.
- If we are not posting on behalf of USAHS, we should make clear our postings are made in our personal capacity.
- We must not post USAHS confidential information or the confidential information of our students or business partners.
- We must not use the University's logos, trademarks, copyrighted information, and other intellectual property without specific authorization.

MEDIA RELATIONS

Our Responsibilities

In most cases, USAHS-related media inquiries are directed to the USAHS Media Relations Department, but there are instances where this is not the case. We must not respond directly to any inquiries from the media if we are not authorized to do so. If we receive a media inquiry about the University, we should immediately direct to our Media Relations Department at mediarelations@usa.edu.

Q and A

Q. I read a post on Facebook that contained inaccurate information about USAHS. Should I respond with a comment correcting the information?

A. No. While your intentions are good, only authorized individuals may speak for USAHS. Instead, notify the USAHS Media Relations Department about the article so that appropriate steps can be taken to respond.

Responsibility. Administration of the Code is the responsibility of the University's Compliance Officer, and those designated by the Compliance Officer.

Ethics & Compliance Program. USAHS has established an Ethics & Compliance Program, under the direction of its Compliance Officer, to: promote a culture of ethical conduct; assess ethics and compliance-related risks; develop and manage various compliance policies including the Code of Conduct; coordinate communication and education related to ethics and compliance issues; manage investigations into possible misconduct; audit, monitor, and assess compliance with the law, the Code, and other policies; and report to USAHS management and its Board of Directors on these matters.

Access to the Code and Training. The Code is posted on the University's website, through the MyUSA portal. In addition, USAHS will provide each current employee with a copy of the Code. USAHS will sponsor periodic training programs concerning the Code and other institutional policies.

Certification. Each employee will be required to certify periodically that they have read and will abide by the Code. Failure to so certify will not excuse an employee from compliance with the Code.

Investigation. USAHS takes all reports of potential Code violations seriously and will investigate. The Compliance Officer, or his/her designee, will assess the situation and determine the appropriate course of action. In some cases, the Audit and Risk Committee of the University's Board of Directors may be involved. Anyone being investigated for a potential Code violation will have an opportunity to be heard prior to any final determination.

Decisions and Discipline. In general, the Compliance Officer or his/her designee, after consultation with relevant Human Resources and management personnel, will determine whether a person has violated the Code, and the appropriate discipline. If a violation has been reported to the Audit and Risk Committee, that committee shall be responsible for making these decisions or for delegating this authority to others. Any violation of applicable law or the Code will result in disciplinary action, up to and including termination of employment. Any person whose employment is terminated for a violation of the Code will be ineligible for rehire at USAHS. In addition to imposing its own discipline, USAHS may bring any violations of law to the attention of appropriate law enforcement officials.

Any management employee deemed to have contributed to a Code violation (either by committing the violation or through negligence or setting the wrong tone), will have their entire bonus at risk, and may be subject to additional discipline, up to and including termination of employment.

Any waiver of this Code applicable to executive officers or directors may be made only after approval by the Board of Directors and will be disclosed promptly as required by law.

This Code is a statement of goals and expectations for individual and institutional conduct. It does not create an employment relationship or constitute a promise of continued employment, nor does it create any rights for any person. The Code is subject to change from time to time at the University's discretion.