

The Henry M. Jackson Foundation
for the Advancement of Military Medicine, Inc.

CODE OF ETHICS

OCTOBER 2020



Table of Contents

- I. **CODE OF ETHICS** 1
- A. **Introduction** 1
- B. **Responsibilities** 2
- 1. Kickbacks.....2
- 2. Gifts and Business Courtesies Offered to Government Employees3
- 3. Gifts and Business Courtesies Offered to any Foreign Official4
- 4. Gifts and Business Courtesies Offered to HJF Employees by Entities and Individuals having a Business Relationship with HJF.....4
- 5. Gifts Between Company Employees 5
- 6. Widely Attended Gatherings 6
- 7. Combating Human Trafficking6
- 8. Customer Property6
- 9. Confidential Information or Private Data 7
- 10. Inside Information8
- 11. Improper Influence9
- 12. Employment Discrimination.....10
- 13. Sexual and Other Forms of Harassment.....10
- 14. Drug-Free Workplace10
- 15. Lobbying Restrictions.....10
- 16. Unauthorized Statements or Commitments with Respect to HJF Agreements 11
- 17. Corporate Espionage.....11
- 18. Unfair Competition11
- 19. Copyright12
- 20. Research Protocols.....12
- 21. Scientific Misconduct13
- 22. Conduct of International Business13
- 23. Personal Conflicts of Interest and Commitment14
- 24. Organizational Conflicts of Interest14
- 25. Workplace Safety16
- 26. Proper Use of Company and Customer Resources 17
- C. **Violations of the Code of Ethics**17
- II. **RELATED POLICIES**17

I. CODE OF ETHICS

A. Introduction

HJF believes it is not only important to follow the laws and regulations, but also to take it one step further and do the right thing in every situation.

HJF employees hold an important role in supporting our nation's warfighters and advancing military medicine for the mutual benefit of military and civilian health. HJF's reputation is dependent upon the behavior of our employees.

Therefore, we expect a high standard of conduct from all employees regardless of their position at HJF. By reinforcing and improving our ethics program, HJF continues to strengthen its reputation for upholding the highest standards of compliance, honesty, integrity and ethical conduct.

We take every reasonable measure to ensure that our business practices are ethically sound. We have developed this detailed Code of Ethics for our employees and it is also available to our customers, suppliers, subcontractors and sponsors.

The Code of Ethics applies to all employees, whether full, part-time, or temporary, of HJF and its subsidiaries and affiliates worldwide. For the purposes of this Code of Ethics, "HJF" shall include HJF Medical Research International, Inc. and HJF Medical Research International Ltd/Gte.

The Code of Ethics addresses many of the policies and ethics issues that may arise in the workplace, and it attempts to provide guidance that you can use for each ethics question that you face related to your HJF employment. The Code of Ethics cannot, however, address every issue that arises in the workplace; rather, it sets forth HJF's general policies and guidelines (subject to modification from time to time at HJF's discretion). Please also refer to HJF's intranet for a complete list of HJF's Policies and HJF's Employee Handbook.

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

In addition to referring to HJF's Code of Ethics, Policies and Employee Handbook, HJF provides several channels through which employees can seek counsel or disclose ethical issues. You may seek advice from your supervisor, HJF's Ethics and Compliance Team or Legal department regarding any ethics question or if you encounter any situation that you believe compromises our principles of compliance, honesty, integrity or ethical conduct. Alternately, you may use the HJF Ethics Hotline (1-866-687-2321) which is established as an easy means for HJF employees (and other individuals) to ask questions about HJF Policies and other related matters (referred to as Guidance Requests) or make a report of Alleged Misconduct. The Ethics Hotline is operated by a third-party provider, which specializes in this type of service, and is available 24 hours a day, 7 days a week, 365 days a year. Reports may be made anonymously, you are not required to provide your name. The HJF Ethics Hotline is easy-to-use and always available. The Hotline and other reporting information are discussed in detail in Section 5.1 of the Ethics and Business Conduct Policy Standard Operating Procedure document, available on HJF's internet.

Whistleblower Protection - A "Whistleblower" is a term used to describe individuals or entities that report alleged wrongdoing. It is a violation of HJF policy for an employee to 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 Toll-free 1-866-687-2321

Web Reporting <https://hjf.ethicspoint.com>

HJF Ethics & Business Conduct Department 240-694-4004 ethics@hjf.org

For more information, visit: www.hjf.org/ethics

B. Responsibilities

As you know, the business community in the United States is regulated by both federal and state laws and regulations. Because HJF 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 HJF obeys all requirements. It also helps ensure that you do not face any prosecution or other adverse action based on your violating a law, regulation or HJF policy.

HJF 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 HJF, however, it is worth your time to review this Code of Ethics.

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

1. Kickbacks

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

- “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.
- 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 an HJF employee for an item that is greater than the item’s fair market value could be considered a kickback.
- 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 sub-awardees at any tier (above or below HJF). A “subcontractor or supplier” is a subcontractor or supplier who provides any good or service required by HJF 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 HJF but is soliciting or attempting to solicit HJF’s business.

- 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 HJF). A “subcontractor or supplier” is a subcontractor or supplier who provides any good or service required by HJF 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 HJF but is soliciting or attempting to solicit HJF’s business.
- Offering or accepting kickbacks is a crime, and HJF will address kickback-related activity with the seriousness it deserves. Moreover, in some circumstances, HJF has the obligation to report employees engaging in kickback-related activity to federal or state authorities, or both

Example: Supplier S invites the employees in HJF’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 HJF 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. Gifts and Business Courtesies Offered to U.S. Government Employees

It can be a federal crime to offer a gift or business courtesy to a U.S. government employee. Therefore, HJF employees may not offer any type of gift or business courtesy to a contracting officer, grants officer or other government employee except with the prior approval of the Chief Ethics and Compliance Officer. It can be a federal crime to offer a gift or business courtesy to a government employee. To ensure compliance, in addition to the guidance provided below, please also refer to the related Gifts and Business Courtesies Policy located on the HJF intranet.

- a. Gifts and Business Courtesies of any value may never be given to or received from U.S. government personnel for the purpose of influencing business decisions.
- b. Federal regulations do permit the remittance or acceptance of Gifts and Business Courtesies of Nominal Value if they are not given for the purposes of influencing official action, but an employee need not intend to obtain favorable treatment to appear to violate this rule. Therefore, except as expressly authorized in advance by the CECO or the Legal Department, HJF employees may not offer a Gift or Business Courtesy to any government employee directly or indirectly under any circumstances, regardless of the intent or value.
- c. Federal regulations authorize the giving of occasional De Minimis refreshments such as soft drinks, coffee, and doughnuts, so long as they are not part of a meal. Such items are not usually considered Gifts or Business Courtesies that must be tracked for purposes of the \$50 per year aggregate limit
- d. Gifts and Business Courtesies to a government employee’s “parent, sibling, spouse, child, or dependent relative,” are counted as Gifts and Business Courtesies to the government employee and are prohibited except as expressly authorized in advance by the Chief Ethics and Compliance Officer or the Legal Department.

- e. Gifts and Business Courtesies that are duly authorized expenditures from the HJF Education Accounts are not prohibited so long as they comply with applicable HJF policies and Federal law.
- f. HJF and its 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.

Example: The Joint Travel Regulation (applicable to Department of Defense employees, but not to HJF) prohibits government employees from receiving in-kind payments of travel or lodging unless approval of certain federal officials is received first; HJF 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.

3. Gifts and Business Courtesies offered to any Foreign Official

If a law or regulation prohibits a government employee from receiving a payment, HJF policy prohibits HJF employees from making the payment even if the law or regulation does not directly apply to the HJF. For example, the Joint Travel Regulation (applicable to Department of Defense employees, but not to HJF) prohibits government employees from receiving in-kind payments of travel or lodging unless approval of certain federal officials is received first; HJF 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.

4. Gifts and Business Courtesies Offered to HJF Employees by Entities and Individuals having a Business Relationship with HJF.

HJF employees may not accept Gifts or Business Courtesies from any entity which has a Business Relationship with HJF – including any supplier or subcontractor, any employee of a supplier or subcontractor; or from any potential supplier, or subcontractor or their employees, at any time, except for occasional meals, souvenirs, mementos and promotional items of Nominal Value. To ensure compliance, in addition to the guidance provided below, please also refer to the related Gifts and Business Courtesies Policy located on the HJF intranet.

- a. Gifts include anything of monetary value, which you obtain for less than the Fair Market Value. The Gift might be tangible or intangible. Gifts might also include gift cards of the type that are redeemable only at one store or at a group of affiliated stores.
- b. Business Courtesies include, but are not limited to, the following: any favor, entertainment (attendance at a non-business event, such as sporting event, golf tournament, social gathering etc. where the giver accompanies the recipient), services, transportation, lodgings and meals, admittance to a business-related event (conference, briefing, seminar, training – vendor and non-vendor related, advisory board, committee meetings, tec.), door prizes and raffles, loans, as well as benefits and discounts not available to the general public or provided at below Fair Market Value.
- c. HJF prohibits the giving or receiving of gifts in the form of cash, or other cash equivalents such as pre-paid credit cards, certificates and promotional codes that function as cash, virtual currency and the like.
- d. Nominal Value means a Gift or Business Courtesy that is \$20 or less in Fair Market Value per source per occasion, or \$50 aggregate market value in any calendar year. Gifts and Business Courtesies that have been purchased/obtained from a collection of contributions (cash or cash equivalents, and the like) cannot be used to by-pass the nominal value threshold.

- e. “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 for HJF to accept it.

Example: A hiking 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 hiking jacket of comparable quality. It is not an acceptable gratuity.

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.

The fact that an offer of a gratuity is phrased in a way to benefit a group of employees or HJF as a whole, as opposed to benefiting an individual HJF employee, does not change the rule or the exception. If a contractor or supplier desires to make a donation of any kind to HJF, contact the Chief Ethics and Compliance Officer or the Legal Department for guidance.

Example: If a buyer were the best man at a subcontractor-friend’s wedding and reception, HJF 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.

- f. Only the Chief Ethics and Compliance Officer can waive HJF policy prohibiting Gifts and Business Courtesies.
Each such waiver is only for the single specific purpose stated in the written approval.

5. Gifts Between Company Employees

- a. HJF Employees may give Gifts to and receive Gifts from other HJF employees so long as there is no actual or perceived Conflict of Interest and the Gift is of Nominal Value.
- b. Except as noted below, HJF employees cannot give (or contribute toward) a Gift for a person above them in their supervisory chain.
 - 1) Exception – On special, infrequent occasions, such as life events (marriage, birth of a child, retirement), an HJF employee may give a superior a gift that is appropriate to the occasion.
 - 2) Exception – On annual occasions where gifts are traditionally given (birthdays, Winter Holidays), an HJF employee may give a person above them in their supervisory chain, items valued at \$10 or less; items such as food and refreshments to be shared in the office.
 - 3) There may be other circumstances where gifts may be permissible to those in an employee’s supervisory chain. Any consideration for such exceptions would be reviewed individually and in-advance by the Ethics and Compliance Team and require approval from the Chief Ethics and Compliance Officer.
- c. It may be appropriate to give a gift of higher value in honor of significant life events or career milestones. Prior review by Ethics and Business Conduct Department and approval from the Chief Ethics and Compliance Officer is required in these circumstances.

6. Gifts of Free Attendance to Widely Attended Gatherings

6.1 HJF may offer a U.S government employee a gift of free attendance at a Widely Attended Gathering that it is not sponsoring only if the event is expected to be attended by more than 100 persons and the value of the gift of free attendance does not exceed \$390. The Government employee remains responsible for obtaining approval to accept the Gift from his or her designated agency ethics official.

6.2 HJF may offer a U.S. government employee a gift of free attendance at a Widely Attended Gathering that it is sponsoring so long as it is not offered to influence business decisions.

6.3 Any gift of free attendance must be approved in-advance by the Chief Ethics and Compliance Officer. For non-Government employees, the Nominal Value threshold applies unless an exception is made by the Chief Ethics and Compliance Officer.

6.4 This is not an exception to the prohibition in Section 3 on offering Gifts (including free attendance at Widely Attended Gatherings) to Foreign Officials.

7. Accuracy of Information

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

HJF employees are prohibited from making any false or fraudulent entry in the company's books or records. HJF employees are also prohibited from making any type of false statement, written or otherwise, to any other HJF 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.

8. Combating Human Trafficking

HJF has a zero-tolerance policy regarding trafficking in persons. HJF 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. HJF 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 HJF 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 HJF employee or vendor may charge or be charged recruiting fees or engage in fraudulent or misleading recruitment practices.
- e. Any HJF employee who becomes aware of any HJF 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.ethicspoint.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 HJF 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 Chief Ethics and Compliance Officer or the Ethics Hotline without delay.

9. Customer Property

HJF 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 HJF for use in connection with HJF contracts. While in the custody of HJF, 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 HJF and its employees, HJF 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 Chief Ethics and Compliance Officer or the Ethics Hotline.

10. Confidential Information or Private Data

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

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

HJF 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 HJF; 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 HJF of any such reports or disclosures.

HJF 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 HJF subcontracts and purchases, information regarding suppliers must be kept strictly confidential from other suppliers. Suppliers should be able to disclose information to HJF and know that such information will not be misused.

- c. HJF 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 HJF 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 HJF 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. HJF employees will protect information of a personal nature concerning current and former employees of HJF.

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 HJF without specific authorization from the employee's supervisor or (3) disclose such information to anyone employed by HJF other than persons with a reasonable need to know for the performance of HJF 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.

11. Inside Information

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

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 an HJF employee that is not generally available to the public.
 - b. Example: Assume an HJF employee overhears the vice president of an HJF supplier tell an HJF 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 HJF employee nor the HJF 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 HJF employees who have a need to know the information in order to perform their duties at HJF.

12. Improper Influence

HJF 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 Chief Ethics and Compliance Officer or to the Ethics Hotline, and it includes any retaliation against an employee solely on the basis of such reporting.

13. Employment Discrimination

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

HJF 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. HJF 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 HJF. Employees with EEO-related questions, problems or complaints should contact the Director of Human Resources and, if filing a complaint, should complete HJF's Discrimination Complaint Form providing details of the complaint and the remedy requested.

14. Sexual and Other Forms of Harassment

All HJF employees will comply with HJF's Harassment Policy and with all requirements of applicable federal, state and local law.

HJF 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 HJF. HJF employees are prohibited from any verbal, visual or physical conduct that creates an intimidating, offensive or hostile work environment at HJF.

The Director of Human Resources serves as the Equal Employment Opportunity (EEO)/Affirmative Action Officer for HJF. 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.

15. Drug-Free Workplace

HJF employees will comply with HJF's Drug-Free Workplace Policy and with all requirements of applicable federal, state and local law.

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

16. Lobbying Restrictions

- a. HJF employees may not use HJF funds for political contributions.

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

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

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

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

In addition to the general restrictions on HJF 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.

17. Unauthorized Statements or Commitments with Respect to HJF Agreements

Only specifically authorized HJF employees may commit HJF 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 HJF to any agreement. Such unauthorized commitments are serious matters, and HJF will address them accordingly. If you are not sure whether you have appropriate authority, ask first.

18. Corporate Espionage

HJF employees will gather information only in a lawful manner.

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

- a. HJF 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 Chief Ethics and Compliance 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.

19. Unfair Competition

No HJF 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 HJF employee) that serves to hinder free competition in bidding for prime agreements or in bidding for HJF subcontracts or subawards may be a violation of federal antitrust laws that could expose HJF 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 HJF employee and the other party that the party will receive preferential treatment from the HJF 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 Chief Ethics and Compliance Officer or the Ethics Hotline immediately.

20. Copyright

HJF employees shall not violate a copyright.

HJF 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 HJF and for the individual employee who violates the law. As a matter both of ethical integrity and of adherence to U.S. copyright law, HJF sets forth the following policies:

- a. No employee of HJF 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 HJF’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 HJF 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 HJF requires.

21. Research Protocols

HJF employees are required to follow approved human and animal use protocols. HJF 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 HJF 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 HJF’s Regulatory Affairs Specialist.

22. Scientific Misconduct

HJF 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.

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

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

23. Conduct of International Business

HJF 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.

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Compliance with such laws, as well as with HJF 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 HJF 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. HJF 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. HJF employees are required to comply with these laws to the extent they apply to HJF's activities.

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 HJF, from complying with certain boycotts imposed by other countries. Anti-boycott regulations also require HJF 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.

- c. 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 the HJF home office for guidance.

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24. Personal Conflicts of Interest

- a. HJF has no desire to control the personal activities of its employees. Some employee activities, however, affect HJF no matter when or where they occur. HJF 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 HJF. A close personal relationship that might cause an employee to choose between personal interests and interests of HJF can also be a conflict of interest.
- c. A conflict of commitment may arise when the external activities of an HJF 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 HJF job responsibilities. A conflict of commitment may exist if external activities routinely occur during the HJF'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 HJF 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 HJF'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, customers of HJF, or others having HJF Business Relationships, 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, customers of HJF, and others having HJF Business Relationships, must be disclosed.
- f. All new employees will have the opportunity to complete a Conflict of Interest & Commitment Disclosure and Certification as part of initial in-processing. All employees will update their Conflict Disclosure and

Certification annually. An employee must disclose on the Conflict Disclosure and Certification all interests and relationships that may conflict with the interests of HJF, even if the employee does not believe that an actual conflict exists.

For purposes of the HJF'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 HJF.

- 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 HJF, or who are being considered by HJF for any such arrangement in the future.
 - 5) The term “HJF Business Relationships” includes past, current, or potential future competitors, contracting parties, subawardees, subcontractors, suppliers, vendors, customers and the like.
- g. HJF 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 HJF. Such action will normally include removing HJF employee from business contact with the outside party. In some cases, the supervisor, with the express written approval of the Chief Ethics and Compliance 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 HJF employee.
- i. Additional Rules for PHS and NSF Projects

All HJF 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 HJF. 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 HJF Investigators, the Office of Sponsored Programs will monitor compliance by Guest Scientists of HJF on HJF-administered programs.

25. Organizational Conflicts of Interest

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

HJF 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 HJF.

26. Workplace Safety

HJF 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 HJF and customer worksites.

27. Proper Use of Company and Customer Resources

HJF 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 HJF'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 5.1.3. of the Ethics and Business Conduct Policy Standard Operating Procedure discusses in detail HJF's handling of Code of Ethics violations, including the factors that HJF will consider in deciding upon the appropriate corrective action.

II. RELATED POLICIES

The Code of Ethics is the central HJF ethics policy document. HJF 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. A complete list of HJF Policies is available on HJF's intranet. As always, when in doubt the employee should consult his or her supervisor, the Chief Ethics and Compliance Team or the Ethics Hotline. For questions regarding the applicability and interpretation of laws, regulations or HJF 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 HJF), whether governmental, commercial, private or otherwise, where such right, privilege, entitlement or cause of action would not otherwise exist.

