



 Living a legacy of trust

Working with our partners

Our impact grows exponentially as we enable and support the work of the global health community.

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Build bridges

To increase our impact and help fulfill our mission, we rely on partnerships with the public health community: scientists, advocates, experts, manufacturers, governments and non-governmental organizations. Our standards-setting work depends on this ongoing collaboration. In turn, the public health community confidently builds on our work by supplying, manufacturing and distributing quality medicines, supplements and foods to improve global health.

Our representatives are also key to our success. To create an environment where they have an incentive to continue to work with us, they must be confident that they will be treated respectfully, lawfully and in an ethical manner.

We always select representatives on the basis of objective criteria, not based on personal relationships or friendships.

What's my role?

- ▶ When working with our representatives, always act with honesty, fairness and respect.
- ▶ Never take advantage of anyone through manipulation, concealment, misuse of information, misrepresentation of facts or any other unfair dealing or practice.
- ▶ Work with our representatives to ensure that they understand our high standards for quality and integrity.
- ▶ Watch out for any signs that our representatives are violating applicable law or regulations.



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As a global public health leader, USP is in a unique position to help foster partnerships and the sharing of ideas to improve global health.



Avoid conflicts of interest

USP's reputation depends on our independence. As an organization, we must avoid conflicts of interest that interfere or appear to interfere with our impartiality and objectivity. As individuals, we must avoid conflicts of interest that affect or appear to affect our ability to make objective decisions on behalf of USP. Additionally, we must also avoid conflicts that undermine USP's role as an independent standards-setting organization. Conflicts of interest are situations in which an employee's personal interest is competing with USP's interests.

It is important to be open and disclose conflicts so we can manage them and ensure we make decisions in the best interest of USP.

What's my role?

It isn't possible to address every situation that could present a conflict, but there are certain situations where conflicts are more common:

- ▶ Do not engage in outside employment or other volunteer activities without obtaining prior approval from your supervisor and HR.
- ▶ Make a full disclosure if you own, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with USP.

- ▶ Never solicit contributions for any charity or for any political candidate from any person or entity that does business or seeks to do business with USP.
- ▶ Do not take personal advantage of USP assets or business opportunities.
- ▶ Obtain approval before conducting USP business transactions with a family member.
- ▶ If you exercise supervisory or other authority on behalf of USP over a coworker who is also a family member or with whom you are romantically involved be sure to disclose the situation so that appropriate steps can be taken.



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Organizational relationships

We must avoid any arrangement or activity that creates an impression of partiality, conflict of interest or that USP endorses a particular organization's products or services.

Be proactive. Know and avoid situations that can create a conflict.

Think it through – managing conflicts

In many instances, conflicts can be avoided or managed if disclosed. Be proactive and, whenever possible, avoid situations that can lead to even the appearance of a conflict.

If you find yourself in a potential conflict of interest, talk with your supervisor. You may also be required to disclose the situation to USP's Vice President, Global Compliance and Ethics.

Annually, employees and volunteers must provide written conflict of interest and financial disclosure statements in accordance with the respective rules and SOPs that apply to their positions. In addition, every USP staff member has an on-going obligation to disclose real or apparent conflicts of interest as they arise.

Accept donations with care

USP receives financial and material donations to further its standards-setting and public health activities. It is essential that we make sure that the donations we receive never threaten to undermine our independence and that the process of soliciting donations is consistent with the law, the Code and our Core Values.

What's my role?

- ▶ Be sure that all communications accurately characterize the intended use of the solicited donations and that they are subsequently used as represented in the solicitation.
- ▶ Create and maintain timely and accurate records on the use and management of donations.
- ▶ To the extent feasible, sponsorship of a particular program, publication, event or activity should be supported by funding from multiple sources.



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Donations

USP will not solicit or accept donations that:

- ▶ Are from organizations whose principles, policies or objectives conflict with those of USP
- ▶ Require USP to endorse, or appear to endorse, the products or services of the funding organization
- ▶ Require USP to exclude competitors of the donor from participating in the program or project being funded
- ▶ Create an actual or perceived conflict of interest
- ▶ Undermine or have the potential to undermine USP's integrity and independence as a standards-setting organization



Be prudent about travel, gifts and entertainment

Business courtesies, such as gifts, entertainment and meals, can help build successful business relationships, but sometimes even well-intentioned gifts or entertainment can cross the line or even be unethical or illegal.

What's my role?

- ▶ Be sure that gifts and entertainment received or provided by USP and staff are consistent with our policies and all applicable laws and regulations and also consistent with the policies of the giver's or recipient's organization.
- ▶ Promptly notify your supervisor and Global Compliance and Ethics if you receive a gift valued at more than \$50 (or \$100 per year).
- ▶ In addition, be sure that any gift you receive or offer:
 - ▶ Is given or received in an open and transparent manner
 - ▶ Is offered or received infrequently and is of modest value
 - ▶ Does not obligate or appear to obligate the recipient to provide favorable treatment



- ▶ Is accounted for accurately in our books and records
- ▶ Will not embarrass USP if made public
- ▶ Does not violate the law and is consistent with the customary practices of the giver and receiver
- ▶ Is not cash or a cash equivalent (for example, a gift card)



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Government officials

Many governments

have implemented strict laws and regulations limiting their employees from giving or receiving travel, gifts or entertainment. USP will comply with all laws that restrict it from providing travel, gifts and entertainment for any government official.

Unless covered by a SOP, employees must obtain guidance from Global Compliance and Ethics or Global Legal Affairs before offering travel, gifts or entertainment to any government official.

Comply with all government contract rules and regulations

We are committed to the highest standards of integrity in all dealings with government clients. If you deal with government clients, always act with honesty and openness and comply with applicable contracting rules and regulations.

What's my role?

- ▶ Be familiar with and follow all applicable federal laws and regulations including the U.S. Procurement Integrity Act.
- ▶ Comply with all requirements, terms and conditions of grant awards and contracts.
- ▶ Be aware that business expenses, entertainment and gifts that may seem ordinary and customary in other business relationships may be illegal in the context of government contracting or when dealing with government officials.
- ▶ Never deal in "off-limits information."
- ▶ Do not intervene in the contractor selection process by manipulating the content of bids or trying to control the outcome in any other way.
- ▶ Understand and follow all relevant laws pertaining to government contracting and "kickbacks."
- ▶ Speak up and immediately report any reasonable suspicions of kickbacks, even if the kickback is not paid.

USP has a zero tolerance policy for any intentional violations of the government contracting rules and regulations. If you are unsure whether something is or may be a violation of applicable rules and regulations, immediately seek assistance from the resources in this Code.



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Anti-kickback laws

The Federal Anti-Kickback

Statute and various similar state laws prohibit giving, getting, offering or asking for anything of value in exchange for favorable treatment in connection with a government contract or subcontract.



Key terms:

A "**kickback**" can be in the form of money, fees, commission, credits, gifts, gratuities, anything of value or compensation of any kind that is given in exchange for favorable treatment.

"**Favorable treatment**" may include:

- ▶ Receiving confidential information on competitor bids, such as prices, delivery schedules or other nonpublic information
- ▶ Obtaining placement on a bidder's list without meeting the requisite qualifications or obtaining the removal of a competitor who does meet the qualifications
- ▶ Obtaining waivers of delivery deadlines or price increases
- ▶ Recovering improper expenses

Ensure fair competition

We believe in free and open competition. We comply with all competition laws (also called “antitrust” laws) of the countries in which we do business, and we do not make agreements that harm competition.

What’s my role?

- ▶ Avoid collaborating, or even the appearance of collaboration, with competitors.
- ▶ If your role at USP involves discussing, negotiating or finalizing agreements or contracts, be sure you understand the relevant rules governing fair competition.
- ▶ Use extreme caution in any communications with competitors. Unless you have approval, never develop any written, verbal or indirect agreement or understanding with a competitor, or discuss marketing or other competition practices with them.
- ▶ Competition or antitrust laws are complex, and compliance requirements can vary depending on the circumstance. If you have any questions, you should discuss the matter in advance with Global Legal Affairs.

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Think it through – industry meetings

Industry and trade association meetings serve legitimate and worthwhile purposes. However, these meetings also carry risks because they bring together competitors who might discuss matters of mutual concern and potentially cross the line of what is permissible. Even joking about inappropriate topics, such as marketing or pricing strategies, could be misinterpreted and misreported.

If the conversation turns to any kind of anti-competitive discussion, you should refuse to discuss the matter, leave the conversation immediately and report what happened to Global Legal Affairs.



 **We are honest and transparent about our operations and performance.**

Do not engage in bribery and corruption

Always work honestly and with integrity. Never offer or accept a bribe or kickbacks from anyone – and remember, we are not only responsible for our actions, but also for the actions of any third party who represents USP.

Our position on bribery and corruption is clear: employees, volunteers and representatives must never directly or indirectly engage in bribery or other corrupt business practices with anyone including government officials and those in the private sector.

What's my role?

- ▶ Do not give or accept bribes or accept or provide any other kind of improper payment.
- ▶ Do not pay facilitation payments. If a facilitation payment is requested, report the request to Global Compliance and Ethics.

- ▶ Promptly notify Global Compliance and Ethics as soon as you become aware that a bribe or other questionable payment has been requested from, will be or has been made by anyone on behalf of USP.
- ▶ Keep accurate books and records so that payments can be honestly described and documented.
- ▶ Watch out for anyone doing business on our behalf that has a reputation for questionable business practices. Be vigilant and monitor their behavior.

Remember: The fact that corrupt practices may be common in some countries or that some countries may not enforce their anti-bribery and anti-corruption laws is not an excuse for non-compliance.



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Key terms:

A **“bribe”** is anything of value that is given to

influence the behavior of someone in government or the private sector in order to obtain business, financial or commercial advantage.

Examples of “anything of value” include cash, a gift, a favor, an offer of a loan, a lavish meal, a trip, even a job or an offer of a job. Any of these could be considered a bribe if there is an expectation of getting something in return.

“Facilitation payments” are typically small payments to a low-level government official that are intended to encourage the official to perform his responsibilities.

Respect and abide by international trade requirements

We strive to earn trust every day by doing business with integrity worldwide. We follow local and international trade laws wherever we operate. These laws may restrict travel to certain countries or imports and exports of certain goods, technology, information and services.

We also comply with government sanctions and embargoes, which sometimes limit where and with whom we can do business.

We only do business with reputable parties. Remember, no business relationship is worth compromising our integrity.

What's my role?

- ▶ Understand and ensure our import/export processes, trade restrictions and controls are followed.
- ▶ Understand boycotts and the risk of money laundering and what our position is regarding them.
- ▶ If you are involved in international operations, it is especially important that you know and comply with the requirements associated with the countries in which you do business, the laws applicable to USP and company SOPs related to international transactions.



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Boycotts

A boycott is a restriction by a country against

trading with certain countries, organizations or individuals. We comply with the restrictions issued by recognized authorities, including the United Nations, United States and European Union.

Any request to participate in a boycott must be declined and promptly reported to Global Compliance and Ethics or Global Legal Affairs so that prompt action can be taken.



Corruption and money laundering

Money laundering is an attempt to

hide the proceeds of criminal activity by making those proceeds look legitimate.

It is important that we know and comply with all laws and regulations intended to prevent money laundering. This means we must make and receive payments for goods and services only via approved and documented payment practices, and we must be vigilant and exercise good judgment when dealing with unusual client transactions.