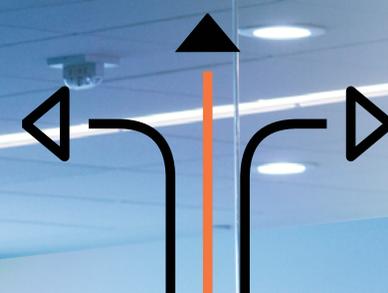


Code of Ethics

Living a legacy of trust





USP Core Values

Our Core Values make a statement about who we are and how we collaborate together to achieve our mission. These Core Values form the foundation on which we build and maintain trust.

- **Foster stewardship**
- **Act courageously**
- **Passion for quality**
- **Commit to others**

Our mission

To improve global health through public standards and related programs that help ensure the quality, safety and benefit of medicines and food.

A Message from Ronald T. Piervincenzi

Dear Colleagues,

USP has consistently been recognized around the world for our integrity and as a champion of global medicine quality for the past 200 years. This is built on a foundation of trust, deliberate action and integrity we maintain through our daily activities and ethical actions in service to our high-quality culture.

Our bedrock is our Code of Ethics (“the Code”), showing us how to fulfill USP’s mission with a strong sense of integrity and commitment to our Core Values. The Code is your guide to **living a legacy of trust**. With its overviews of important ethical situations and the laws and regulations that apply to us, the Code serves as your guide to making decisions that reflect our Core Values and policies. This is not just true for the larger initiatives that we undertake, but rather, it’s every task, every step of the way. This is what living a legacy of trust means to us at USP.

Our partners depend on USP’s rigorous commitment to quality, which we formally attest in our collaborative activities. Our actions reflect the culture of quality and integrity that persists not because it is legally required, but because it is a commitment on which our daily activities are built upon.

Our Code will help guide your actions, not just when the right thing to do is unclear, but throughout your daily activities. We trust and expect you to speak up immediately if you ever have concerns or suspect that someone’s conduct may have violated or is going to violate our Code, policies or the law.

How will you contribute to USP’s legacy? Ask yourself this question when you come to work each day and make sure your actions forward USP’s commitment to living a legacy of trust. The staff, volunteers and other associates with the organization must conduct themselves in a manner that builds trust in USP. With your dedication, we will continue preserving our quality culture, serving the world with integrity and ensuring a healthier tomorrow.

Best regards,



Ronald T. Piervincenzi, Ph.D.
Chief Executive Officer



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Living a legacy of trust

At USP, we are proud of the legacy of trust we have built over the last 200 years. We look to the future and our continued work to empower a healthier tomorrow.

In This Section:

- ▶ Know our Code of Ethics
- ▶ Ask questions and report concerns

Know our Code of Ethics

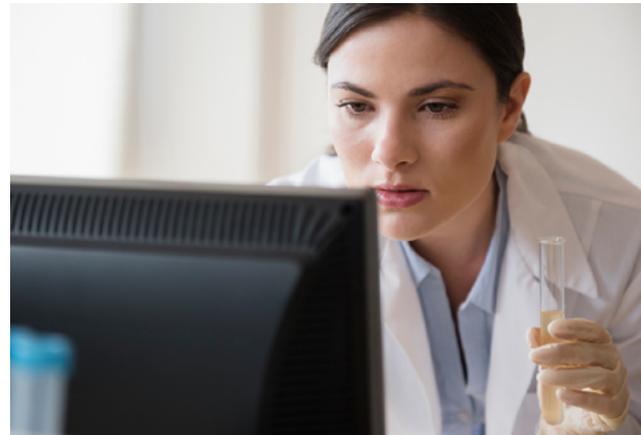
For 200 years, USP has played a critical role in the advancement of global health by protecting the quality of medicines. This role comes with responsibilities that have a direct impact on our day-to-day activities.

To meet our responsibilities and live up to our legacy of trust, we must maintain the highest standards of ethics and compliance, comply with all laws and must ensure that our work is always scientifically rigorous, independent, objective and transparent.

Maintaining strong ethics, integrity and trust is essential for USP to meet its mission. This is not always easy, which is why we have developed this updated Code of Ethics (“Code”) to help you navigate challenging situations. It is a statement of our principles and provides guidance for our conduct in the workplace and as part of the health community.

Using our Code

While our Code is not intended to provide examples of every situation that may occur, it does provide the baseline standard of conduct for all employees, volunteers and representatives to follow. This helps ensure that everyone connected to our organization has the information they need to do what is expected of them.



In addition to the Code, we have other resources for more detailed and job-specific information: the *Rules of Business Practice for the Board of Trustees*, the *Rules and Procedures of the Council of Experts*, the *Rules and Procedures of the Council of the Convention*, the *Rules and Procedures of the Convention Governance Committee*, the [USP Employee Handbook](#), the *Corporate Quality Manual* and our *Standard Operating Procedures (“SOPs”)*. Links to some of these resources are included throughout the Code, where applicable. A complete list of all SOPs can be found on the [USP Intranet](#). If you have any questions or need additional guidance you can always contact the Global Compliance and Ethics team or any of the other resources listed in this Code.

! Think it through – speak up

Failure to report a known violation of law or of USP policy is itself a violation of USP policy and could subject you to disciplinary action, up to and including termination.

Speak up, ask for help or discuss your situation with any of the resources listed on **page 33**. Working together we can find a path forward that is consistent with the law, this Code and our Core Values.

Ask questions and report concerns

You have a responsibility to speak up if you have a question or if you know or suspect that there has been a violation of the law, our Code, Core Values, the [USP Employee Handbook](#), the *Corporate Quality Manual*, SOPs, the *Rules of Business Practice for the Board of Trustees*, the *Rules and Procedures of the Council of Experts*, the *Rules and Procedures of the Council of the Convention* or the *Rules and Procedures of the Convention Governance Committee*.

Remember: An issue cannot be addressed unless it is brought to someone's attention.

Getting help

In most cases, your supervisor should be your first point of contact. He or she is likely to be in the best position to understand your question or concern and take the appropriate action. Your supervisor, in turn, has a mandatory responsibility to report all potential illegal or unethical behavior for further investigation.

However, if you're uncomfortable speaking with your supervisor, your supervisor is unable to answer your question, is the source of the concern or if you have already shared a concern and believe it's not being addressed, you have these additional options:

- ▶ Talk to any member of the leadership team.
- ▶ Contact Human Resources.
- ▶ Contact Global Legal Affairs.
- ▶ Contact Global Compliance and Ethics at compliance@usp.org.
- ▶ At any time you may contact the Helpline:
 - ▶ Call, from the United States and Canada: **1-866-492-3365**, access numbers from other countries and international dialing instructions are located at usp.ethicspoint.com.
 - ▶ Online: Complete the reporting form located at usp.ethicspoint.com.

“We stand for what is right and we will speak up when something is wrong.”





Zero tolerance for retaliation

USP will not tolerate retaliation against anyone who reports a problem in good faith, nor will we tolerate retaliation against anyone who participates in an investigation. If you believe you have been retaliated against or have witnessed retaliation, report the situation to any of the resources listed in this Code. Reporting “in good faith” means that you had reason to believe a violation existed and are sincere in your attempt to provide honest and accurate information, even if the investigation determines there was no violation.



Learn from the experience of your colleagues



Using the USP Helpline

The Helpline is a confidential tool hosted by a third party that allows you to ask questions, seek guidance and report illegal conduct or suspected violations of the law, our Code, Core Values, the **USP Employee Handbook**, the *Corporate Quality Manual*, or SOPs, the *Rules of Business Practice for the Board of Trustees*, the *Rules and Procedures of the Council of Experts*, the *Rules and Procedures of the Council of the Convention* or the *Rules and Procedures of the Convention Governance Committee*.

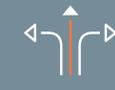
You may use the USP Helpline 24 hours a day, 7 days a week. When you contact the Helpline the operator will listen, ask questions if necessary, and then write a

summary report. The summary will then be provided to USP for assessment and further action. USP will investigate all complaints of illegal or unethical behavior.

You can choose to call anonymously, unless restricted or prohibited by local law (for example in the European Union). Whether you call anonymously or not, it is important to provide as many details as possible (e.g., who, what, when, where). Failure to provide details may hinder USP from conducting a meaningful investigation.

Since USP may need additional information, you will be assigned a report number/PIN and asked to call back at a later date to answer any follow-up questions.



 Living a legacy of trust

Conducting business ethically

We are successful in our work because of the way we work as a team.

In This Section:

- ▶ Understand your responsibilities
- ▶ Make good choices
- ▶ Respect others
- ▶ Safety is everyone's responsibility
- ▶ Cooperate with investigations

Understand your responsibilities

Maintaining our legacy of trust is everyone's responsibility.

Whether you are an employee or volunteer or a third party acting on behalf of USP you are expected to do your part to maintain high ethical standards. This starts with understanding the laws that apply to your responsibilities, the Code, Core Values and our SOPs. Each of us is responsible for reading, understanding and following all of them. They apply to anyone who acts on behalf of USP, no matter what role they fulfill in the organization.

Volunteers and representatives (e.g., vendors, suppliers, consultants and other third parties hired to work for or act on behalf of USP) are expected to follow all applicable laws, meet all contractual obligations, act with integrity and hold themselves to high ethical standards consistent with our Code of Ethics.

! Additional responsibilities

- ▶ Be a positive role model for others to follow.
- ▶ Be approachable.
- ▶ Maintain an environment where others can comfortably ask questions or raise concerns.
- ▶ Look for opportunities to emphasize the importance of understanding and following the Code and our Core Values.
- ▶ Never ask or pressure anyone to do something you would feel uncomfortable doing or are prohibited from doing yourself.
- ▶ If you work with volunteers or representatives, make sure they understand our expectations and their obligations.



“When we earn and keep trust, it builds our credibility, as individuals and as an organization.”

Make good choices

Making good choices is not always easy. At times you will be under pressure or may be unsure of what to do. When faced with a difficult decision, ask yourself:



Are my actions consistent with the letter and spirit of the law, this Code, our Core Values and our SOPs?

Do I have the necessary information or have I consulted the appropriate resources before I make this decision?

Have I considered the consequences and risks involved with my decision?

Have I considered other options?

Would I be proud if my actions were reported in the news or to my family and friends?



If the answer to any of these questions is "No," or if you're not sure, stop and ask for help.

Respect others

We care about the people we work with. We work best when we collaborate as a team, when we treat each other with respect and value the unique contributions of others.

At USP, we believe that everyone has the right to work in an environment that is characterized by respectful and appropriate behavior. That's why we maintain high standards of conduct and do not tolerate any form of disrespectful behavior or harassment by or directed at any employee, volunteer, representative or visitor.

“We strive to work in an environment that is diverse and inclusive, as well as free from harassment, discrimination, violence and retaliation. At USP, there is simply no room for actions that are fundamentally contrary to our Core Values.”



Diversity, inclusion and belonging

Diversity, Inclusion and Belonging makes us stronger.

It meaningfully positions us to positively impact the health of people around the world. We aspire to build and maintain a diverse and inclusive workplace where every staff member and volunteer can bring their authentic self, are valued for their contributions and feel they belong.

Diversity encompasses a wide variety of characteristics, backgrounds and experiences that staff and volunteers bring to USP. It includes factors like personality, race, ethnicity, physical and mental abilities, education, religion, gender identity and expression, life experience, sexual orientation, country of origin, regional differences, beliefs, work experience, family status and many more that make us similar and different to one another. For each of us, our intersecting differences combine to shape our view of the world and give us a unique and valuable perspective.

Equal employment opportunity

As part of our commitment to creating an inclusive and diverse culture, our decisions are based on employment equal opportunity.

We prohibit discrimination based on race, ethnicity, color, national origin, gender identity, religion, age, sexual orientation, marital status, veteran status, genetic information, physical or mental disability or any other personal characteristic protected by law.

Accommodations for disability

We comply with laws that prohibit discrimination against individuals with disabilities. We encourage employees, volunteers and job applicants to let us know about any disabilities so that we can provide reasonable accommodations.

Employment, labor and immigration compliance

We comply with all applicable employment, labor and immigration requirements and we expect all USP employees and job applicants to cooperate with our compliance efforts.

What's my role?

- ▶ Read, understand and comply with the [USP Employee Handbook](#).
- ▶ Always do your part to create a positive work environment where everyone can contribute and fully utilize their talents. Leverage diverse perspectives, ideas and experiences, always listen and encourage open dialogue and curiosity.
- ▶ Remember that degrading jokes, slurs, bigotry, physical or verbal intimidation, unwelcome sexual advances or other disrespectful conduct are never acceptable and will not be tolerated.
- ▶ Treat everyone with respect and dignity, inspire a spirit of belonging by being inclusive, where everyone feels valued without judgment.
- ▶ Comply with all applicable employment, labor and immigration requirements.
- ▶ If you supervise or lead others, base your employment decisions on merit and be aware of any potential biases. Consult with Human Resources if you have questions or need support.



Learn from the experience of your colleagues



Harassment can take many forms

Harassment can be verbal, physical or visual and can include jokes, unwelcome touching, rude language or gestures, offensive comments, emails or social media posts.

At USP, we consider harassment to be a serious act of misconduct and may subject an employee to disciplinary action up to and including termination.



Safety is everyone's responsibility

We want every employee, volunteer, representative and visitor to return home safely every day. It takes teamwork to make sure that our laboratories, offices and locations are safe and healthy work environments where everyone can perform at their best. Working together we can identify and address risks and find ways to improve our practices.

What's my role?

- ▶ Act responsibly and follow all USP safety rules and procedures.
- ▶ Cooperate with employees whose job is to enforce safety rules and procedures.
- ▶ Attend required safety training.
- ▶ Use required personal protective equipment.
- ▶ Identify hazards you become aware of in your workplace, whether in laboratories, offices, or in the field and work to resolve them.
- ▶ Report injuries or safety incidents promptly and appropriately.

- ▶ Ensure that your performance is not impaired by alcohol or drugs, including prescriptions and over-the-counter medications.



Learn from the experience of your colleagues



Workplace violence is prohibited

Never perpetrate or tolerate any form of violence or threats of violence by, or against, any employee, volunteer, representative or visitor. If you receive a threat or are concerned about a situation, report the matter immediately to your supervisor, Global Security or HR.

USP prohibits weapons on USP premises including in all cars, buildings, parking lots and USP events.



Think it through – being responsible for safety

Safety is always a priority. We never cut corners. We look out for one another and speak up if we notice any unsafe practices or safety risks in our work environments. Help make sure that those who work with you – other employees, volunteers and representatives – act consistently with our safety standards.

Cooperate with investigations

Any information provided through the Helpline or through any other reporting channel will be treated confidentially to the extent possible. Every effort will be made to respond to questions and reports within **five business days**.

What's my role?

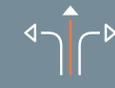
- ▶ Fully cooperate with all investigations.
- ▶ Answer questions truthfully and provide all relevant information.
- ▶ Do not interfere in investigations.
- ▶ Do not knowingly offer false information, or alter or destroy any relevant documents or information.



**Learn from the experience
of your colleagues**





 Living a legacy of trust

Advancing quality and maintaining trust

We remain true to the principles that have made us a trusted and respected standards-setting organization for 200 years.

In This Section:

- ▶ Maintain our reputation for scientific integrity
- ▶ Follow our quality management system
- ▶ Ensure accurate recordkeeping and disclosures
- ▶ Protect confidential and private information
- ▶ Use USP assets appropriately
- ▶ Speak with one voice on behalf of USP
- ▶ Manage political activity and contributions

Maintain our reputation for scientific integrity

To maintain our reputation as a leading standards-setting organization, USP has established processes that are open, rigorous, science-based and include robust conflict of interest management. Each of us involved in standards-setting activities must all follow the highest ethical standards in full compliance with all federal and state laws and regulations and our SOPs.

Any employee found to have intentionally submitted false or misleading information in support of a USP business activity puts our reputation at risk and will be subject to disciplinary measures, up to and including termination.

What's my role?

- ▶ Always be honest and thorough when reporting results.
- ▶ Never tolerate acts of plagiarism, falsification, fabrication of data or other forms of scientific misconduct.
 - ▶ Disclose and appropriately manage conflicts of interest and do not participate in any relationship or activity that could influence or appear to influence our ability to remain independent and objective.

- ▶ If you suspect a potential violation of our policies related to standards-setting activities or a problem involving our processes, immediately report the matter to any of the resources listed in this Code.



[Learn from the experience of your colleagues](#)



Our impact and achievements depend on the rigorous evaluation of scientific data, collaboration, transparency and the honest reporting of results.



Disclosures, official statements and interpretations

The precise wording of our publications may have legal implications so the language must stand on its own and must be equally available to all in the health community.

It is therefore important that employees, volunteers and representatives do not provide official after-the-fact interpretations to one party, thereby placing other parties at a possible disadvantage. In addition, we may not provide an official opinion as to whether a particular article does or does not

comply with compendial requirements, except as part of an established USP verification or other conformity assessment program that is conducted separately from, and independent of, USP's standards-setting activities.

We provide disclosures of information and records regarding our standards-setting activities while respecting the rights of individuals to privacy, the protection of confidential information and consistent with our need to facilitate internal deliberations that are candid and thorough.

Follow our quality management system

To ensure the trust others have placed in us, each of us must do our part to help maintain a rigorous quality management system to continuously monitor, improve and measure the quality and impact of our products and services.

What's my role?

- ▶ Remember that you are responsible for the quality of the work you produce.
- ▶ Read, understand and comply with the *USP Corporate Quality Manual* and all SOPs that apply to your work.
- ▶ If you are concerned that there may be a problem with our quality management systems or if you suspect that a violation of our quality management system may have occurred, immediately contact any of the resources listed in this Code.



Learn from the experience of your colleagues



We have a passion for quality.



Ensure accurate recordkeeping and disclosures

We create timely, honest and accurate business records, following our established processes and controls.

Employees involved in reporting and disclosures to federal, state and local governments or to entities retained by them, have special responsibilities in this area, but all of us contribute to the process of accurately recording scientific and business results and maintaining accurate records. Each of us has a responsibility to ensure that the information that we record is full, fair, accurate, timely and understandable.



What's my role?

- ▶ Create accurate, complete and timely statements and records as required by your organizational role.
- ▶ Ensure that all records including general business, accounting, financial, scientific and standards-setting, meet generally accepted accounting principles and all other applicable regulatory or industry standards.
- ▶ Check that our records are clear, complete and supported by documents that explain the nature of any expenditure or event.
- ▶ If there is any doubt about the accuracy of a statement or record, do not make the statement, create the record or represent it to be accurate.
- ▶ Never pressure others or manipulate or mislead outside auditors or regulators who are involved in reviewing USP's records, systems and internal controls.



[Learn from the experience of your colleagues](#)



Records management and litigation hold orders

Business records must be retained as long as needed for business purposes, or longer if required by law or USP's records retention policies. Documents should only be destroyed in accordance with our records retention policy and never in response to or in anticipation of an investigation, lawsuit or audit.

If you receive a litigation hold order you must not alter or discard any relevant information. Contact Global Legal Affairs if there is any doubt about the appropriateness of record alterations or destruction.

Protect confidential and private information

In the course of doing our work, we may have access to confidential information related to USP's operations as well as information entrusted to us by third parties. We must keep such information confidential and protect it from loss, misuse or inappropriate disclosure.

In addition to confidential information, we may have access to private or personal information about employees, volunteers and others. Privacy laws cover how we collect, store, use, share, transfer and dispose of such information, and we comply with those laws everywhere we operate.

Privacy laws vary but under these laws private or personal information includes information that can be used to identify a specific person, such as a name, personal address, personal phone number, photo, birth date, performance history, educational background, driver's license number, banking or payroll information, government-issued identification information, sexual orientation, medical condition or history, union membership or other similar personal information.

What's my role?

- ▶ Understand the types of information you handle and ensure all appropriate processes for handling are followed.
- ▶ Promptly complete all security awareness training related to online and offline information and use lessons to protect private and confidential information.
- ▶ Always handle confidential information with care, follow the law and our policies and protect any personal information that is entrusted to you.
- ▶ Only share confidential information with those who need to know it and are able to keep it secure. Verify the right to disclose before sharing any confidential information.
- ▶ Limit the collection of personal information to what is strictly needed for our operations.
- ▶ If you learn that confidential information has been stolen, lost, released to an unauthorized person, or otherwise mishandled or if you receive confidential information by mistake report it to HR, IT and/or Global Legal Affairs.



A

**Learn from the experience
of your colleagues**



Intellectual property

The work product that employees, volunteers and representatives of USP create for USP is the intellectual property (IP) of the organization. Our IP is critical to our business. We must protect it and make sure we follow authorization processes before sharing it with others. We also respect the IP of others and expect that they do the same.

Our IP includes inventions, discoveries, ideas, improvements, software programs, artwork and authored work. Volunteers and representatives must promptly disclose to USP, in writing, any such work and cooperate with our efforts to obtain intellectual property protection for USP. To ensure that USP receives the benefit of work done by representatives, it is essential that an appropriate agreement or release is in place before any work begins.

Use USP assets appropriately

We protect and use our resources with integrity and efficiency.

Limited personal use of USP assets is permitted but it may not interfere with your work performance or that of your colleagues, or be otherwise prohibited (e.g., personal use of resources on a donor-funded project is prohibited).

We trust individuals to exercise good judgment when using USP assets, including USP information. In case of any doubt, contact any of the resources listed in this Code with questions, or if you're unsure about what constitutes appropriate use.

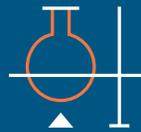
What's my role?

- ▶ Be careful when handling organization assets, including IP.
- ▶ Follow all company policies and practices that are designed to protect our networks, computers, programs and data from attack, damage or unauthorized access.
- ▶ Never use USP resources or information for personal, family or other business opportunities.
- ▶ Secure your office, workstation and equipment by locking items or completely shutting down systems.

- ▶ Report any equipment that is damaged, unsafe or in need of repair.
- ▶ Only use authorized software, devices and procedures.



Learn from the experience of your colleagues



USP assets include:

Physical – Facilities, lab equipment, Reference Standards, furniture and supplies

Information – Data, databases, reports, files, plans, records, intellectual property including trademarks and logos

Financial – Organizational funds including checks, credit cards, invoices and other records that serve a monetary purpose

Electronic – Computers, electronic storage devices, telephones, information systems, internet/intranet access, personal digital assistants, and other similar devices, systems and technology

We protect USP's resources as if they were our own.



Insider trading

In the course of your work, you may receive confidential USP information about a USP donor, partner or product before it is publicly available to ordinary investors. Do not use this information for personal gain or share with others. It is not only unfair to other investors, it is also illegal.

Speak with one voice on behalf of USP

It is important that we speak with one clear and consistent voice when providing information to the public and the media. For this reason, only certain employees are authorized to speak publicly on behalf of USP.

What's my role?

- ▶ Unless you are authorized to do so, never give the impression that you are speaking on behalf of USP in any communication that may become public.
- ▶ If you receive an outside inquiry about USP, you should decline to comment, provide no information and immediately notify the Global Communications Department.
- ▶ If you are contacted by a regulatory agency or regulator, immediately notify Global Legal Affairs or Global Compliance and Ethics.



**Learn from the experience
of your colleagues**



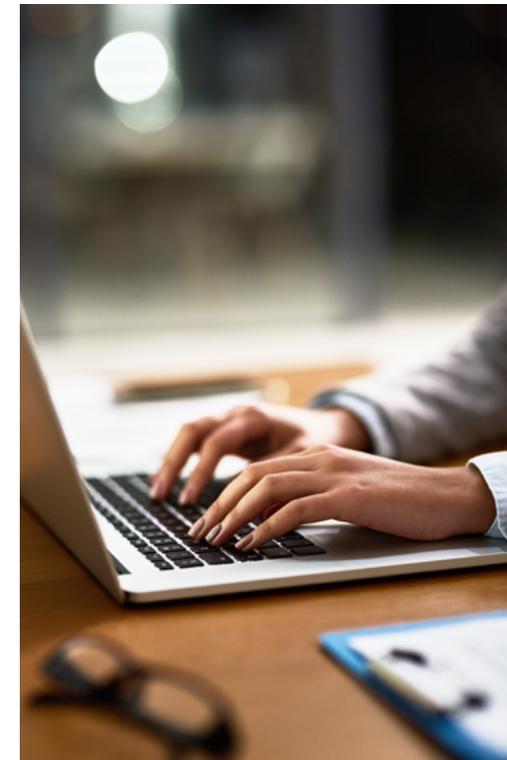
Think it through – social media

Social media is a great way to connect with colleagues, but always be careful when writing anything that might be published online. Practice common sense, and keep your electronic communications professional, factual and consistent with our values and policies.

- ▶ Although USP does not seek to restrict the personal use of social media, when engaging in social media on your own behalf, comply with all USP confidentiality requirements concerning the sharing of USP information.
- ▶ Be careful when listing USP as your employer on any social media site, with the understanding that your social media activity may have an impact on the public image and reputation of the organization.
- ▶ Take responsibility for what you post and never engage in activity online that would be unacceptable in person.



Think carefully before you hit the “send” button in an email or a text.



Manage political activity and contributions

We believe in the rights of our employees to participate in the political process, but if you choose to be politically active, do so as an individual citizen on your own time and at your own expense. Neither USP nor employees may use USP property, facilities or time to support a political cause or candidate.

Laws and regulations place numerous restrictions on the organization's role in political activities and funding. In accordance with applicable laws, we exercise our right and responsibility to make our position known on relevant policy issues to government leaders, when appropriate.

What's my role?

- ▶ Your political statements must be identified as yours and not USP's.
- ▶ Make sure that any political work you do is done on your own time and without the use of organization resources or funds.
- ▶ Never make political campaign contributions on behalf of USP, and do not engage in any political advocacy or "lobbying" activities on behalf of the organization without specific approval from Global External Affairs.

- ▶ Obtain permission from HR before accepting employment, consulting or service on the board of a customer, supplier or service provider.

 **We are always accountable for our actions.**



Learn from the experience of your colleagues



Political solicitation and distribution of literature

It's important that we maintain an environment that is conducive to work and free from pressure from colleagues to participate in political initiatives that are not approved by USP.

Do not solicit others – in person, through our email or by distributing or posting written materials – related to political candidates or causes using USP resources.





 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.

In This Section:

- ▶ Build bridges
- ▶ Avoid conflicts of interest
- ▶ Accept donations with care
- ▶ Be prudent about travel, gifts and entertainment
- ▶ Comply with all government contract rules and regulations
- ▶ Ensure fair competition
- ▶ Do not engage in bribery and corruption
- ▶ Respect and abide by international trade requirements

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.



[Learn from the experience of your colleagues](#)



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.



Living a legacy of trust

Building a healthier world

We trust in the future and the role we play to protect and improve the health of people all around the world.

In This Section:

- ▶ Serve our communities
- ▶ Respect human rights
- ▶ Contribute to environmental sustainability

Serve our communities

Our belief that **everyone deserves to be healthy** inspires us and drives our work every day. Our work and the partnerships we form play a critical role in serving communities worldwide by advancing quality medicines and public health.

While our reach is global, we are also committed to our local communities. You are encouraged to take an active role in your community and participate in USP-sponsored activities. Your participation in USP-sponsored community activities is voluntary and you should never feel pressured or required to participate, either by financial contributions or your efforts or presence.

What's my role?

To ensure that our personal and corporate responsibility efforts are aligned with our commitment to ethics and integrity, please keep the following in mind:

- ▶ If you volunteer to help charitable organizations, be sure that your participation does not interfere with your work responsibilities and when you are representing USP, that you demonstrate an ethical and professional demeanor.

- ▶ When you volunteer with organizations as part of your work responsibilities, select organizations that align with USP values.
- ▶ Never pressure business partners, representatives or USP colleagues to support your favorite charities or causes.



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When individuals commit to a cause, they have more power than they know to make a positive difference in the lives of others.



Respect human rights

We are committed to respecting the human rights and dignity of everyone. We will not tolerate abuse of human rights in our operations or in our supply chain.

We comply with all applicable laws pertaining to fair employment practices, freedom of association, privacy, collective bargaining, immigration, working time, wages and hours, as well as laws prohibiting forced and compulsory child labor, employment discrimination and human trafficking.

What's my role?

- ▶ You can support efforts to eliminate human rights abuses by taking action:
 - ▶ If you have any suspicion or evidence of human rights abuses in our operations or in the operations of our representatives, report your concerns to Global Compliance and Ethics or use any of the reporting channels in this Code.
 - ▶ **Remember that respect for human dignity begins with our daily interactions with one another and with representatives.** It also includes promoting diversity and inclusion, accommodating disabilities and doing our part to protect the rights and dignity of everyone with whom we interact.



Safeguarding children

In compliance with requirements for USAID-funded activities, USP abides by the following principles:

- ▶ Ensure compliance with host country and local child welfare and protection laws or international standards, whichever gives greater protection and with U.S. law where applicable;
- ▶ Promote child-safe screening procedures, particularly for employees whose work brings them in direct contact with children; and
- ▶ Prohibit employees from engaging in child abuse, exploitation or neglect;
- ▶ Consider child safeguarding in project planning and implementation to determine potential risks to children that are associated with project activities and operations;
- ▶ Have procedures for ensuring that employees and others recognize child abuse, exploitation, or neglect; mandate that employees and others report allegations; investigate and manage allegations; and take appropriate action in response to such allegations, including, but not limited to, dismissal of employees.
- ▶ Apply measures to reduce the risk of child abuse, exploitation or neglect;



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Contribute to environmental sustainability

We are committed to complying with all relevant environmental laws, and we work to continuously improve our conservation efforts.

What's my role?

- ▶ Understand and comply with the environmental laws and procedures that apply to your job.
- ▶ Be proactive and look for ways to reduce waste and use energy and natural resources more efficiently.
- ▶ Recycle when you can and conserve paper by limiting printing.
- ▶ Promptly report any violations of environmental laws and procedures to the Environmental Health and Safety (EHS) team.
- ▶ Speak to the EHS team if you have any suggestions about reducing our environmental impact.



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Additional resources

You have a responsibility to speak up if you have a question or if you know or suspect that a violation has or is likely to occur of the law, our Code, Core Values, the [USP Employee Handbook](#), the *Corporate Quality Manual*, or SOPs, the *Rules of Business Practice for the Board of Trustees*, the *Rules and Procedures of the Council of Experts*, the *Rules and Procedures of the Council of the Convention* or the *Rules and Procedures of the Council Governance Committee*.

In most cases, your supervisor should be your first point of contact. He or she is likely to be in the best position to understand your concern or question and take the appropriate action. If you're uncomfortable speaking with your supervisor, or your supervisor is unable to answer your question, is involved in the conduct or if you have already shared a concern and believe it's not being appropriately addressed, you have additional options:

Ways to seek help	
In-person	Management, HR, GLA, GCE
Phone (U.S. and Canada only)	1-866-492-3365
Email	compliance@usp.org
Online	usp.ethicspoint.com usp.org/ethics
For location-specific phone numbers and dialing instructions, log on to the Helpline at usp.ethicspoint.com.	

Waivers

USP will waive application of the provisions of this Code only where circumstances warrant granting a waiver based on the best interests of USP.

Any waiver pertaining to an employee must be approved by the Vice President, Global Compliance and Ethics, the Head of the Legal Department and by the Chief Executive Officer.

For employees in the United States – Nothing in this Code or in any of our policies is intended to limit or interfere with your right to engage in activities protected by law for example Section 7 of the U.S. National Labor Relations Act, such as discussions related to wages, hours, working conditions, health hazards and safety issues.