

Policy/Standard/Procedure No	200.2.POL.005
Effective Date	Sept. 8, 2021
Issued By	Office of the President & CEO

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Ethics Policy/Code of Conduct

Preamble
Ethical Business Conduct
Legal Compliance
Workplace Standards
Protecting the Institute’s Interests and Integrity
Reporting and Investigation of Suspected Violations and Disciplinary Actions

1.0 Preamble

1.1 Purpose. The Wistar Institute (the “Institute”) is committed to the highest standards of professional conduct and expects the members of its community to act with integrity, honesty and fairness in the workplace. Each member of the Institute community shares responsibility for ensuring that these institutional values are carefully maintained and promoted. This code of conduct (“Code”) is a statement of our community’s collective commitment to upholding these values and complying with the relevant standards, policies, laws and regulations that guide our work.

1.2 Applicability. This Code applies to all directors, officers, trustees, employees, trainees, volunteers, students, interns, unpaid employees, temporary workers, independent contractors, and consultants (“Community Members”). The term “employee” used in the Code refers to all full-time and part-time employees of the Institute, both paid and unpaid, which includes employees, trainees, students, interns, unpaid employees.¹

1.3 Violations. Community Members are responsible for reporting suspected violations of applicable standards, policies, laws or regulations, as described below in Section 6.1. Such reports are welcomed and, when made in good faith, will not jeopardize one’s position or employment. If the Institute confirms a violation of a standard, policy, law or regulation, it will take disciplinary action as appropriate, including, termination of employment, as well as any other appropriate remedial action(s).

¹ However, the Code should not be interpreted as creating a relationship other than specifically detailed in any consultant agreements with the Institute. The Code does not constitute a promise of continued employment or a policy regarding employment. Those policies are described in the Institute’s Human Resource Policies available on SharePoint. The Code does define the standard of behavior we expect from anyone representing the Institute.

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1.4 Questions. Any questions concerning this policy should be directed to the Director of Institutional Compliance or the Vice President, General Counsel, Secretary & Government Relations (“General Counsel”).

2.0 ETHICAL BUSINESS CONDUCT

2.1 Standards of Conduct

As an institution that receives substantial public support, the Institute recognizes that it must earn and maintain a reputation for integrity and, likewise, that the validity of the scientific research conducted at the Institute is based on research being conducted ethically, with scientific rigor, without bias, in compliance with applicable law and regulation. It must strive to ensure that the members of its community adhere to applicable laws and regulations, and to the Institute’s contractual commitments. When its research, training or business activities are not governed by specific laws or regulations, such activities must be conducted with fairness, integrity and respect for the rights of others.

2.2 Conflict of Interest/Conflict of Commitment

The Institute’s trustees and employees must ensure that their personal, professional and financial interests do not conflict with the interests of the Institute, except as disclosed and resolved pursuant to the Code and the *Disclosure of Potential Conflict of Interest Policies and Procedures*. Annually and at any time that a potential conflict of interest arises, these individuals are required to disclose any personal, professional and financial interests in compliance with the Institute’s *Disclosure of Potential Conflict of Interest Policies and Procedures*. In addition, Institute researchers who receive federal research support must disclose to the Institute any significant personal financial interests as described in the Institute’s *Financial Conflicts of Interest in Research Policy*.

All employees owe their primary professional allegiance to the Institute. Outside consulting arrangements must be reviewed by the General Counsel and approved in advance by the Institute’s President/CEO as provided in the Institute’s *Disclosure of Potential Conflict of Interest Policies and Procedures*.

Employees and members of the Board of Trustees may not use their decision-making roles or activities at the Institute to allocate or direct Institute resources for any purpose other than those directly supporting the Institute and its mission. Among the actions prohibited under

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this provision is, for example, using one’s decision-making discretion to make Institute purchasing decisions that benefit one’s family or close associates.

2.3 Integrity of Records and Compliance with Accounting Procedure

All Institute financial books, records and accounts (including, without limitation, financial reports, tax returns, expense reimbursements and time sheets) must be maintained in an accurate, clear, complete and auditable manner, in conformity with generally accepted accounting practices and all applicable laws and regulations. No entries should be made which conceal or disguise the true nature of any Institute transaction. Employees are expected to give their full cooperation to the Institute’s independent auditors and to provide complete and clear information in response to their requests. Institute books, records and accounts, including laboratory research records and computer files and databases, are the property of the Institute and should not be removed from the Institute except as required for the performance of work-related duties.

If an employee has reason to believe that any of the Institute’s books or records are not being maintained in an accurate and complete manner, the employee must report this immediately to the Director of Institutional Compliance. Similarly, the Institute relies on each of its employees to come forward if he/she feels that he/she is being pressured to violate the Institute’s policy, or if he/she becomes aware that any misleading, incomplete, or false statement was made regarding the Institute’s books and records.

2.4 Gifts and Entertainment

Employees may not give to, or solicit or accept substantial gifts or gratuities from, any individual or entity that has or seeks to have a business relationship with the Institute; this includes contractors, suppliers, researchers, and government entities or officials. A substantial gift or gratuity is any gift or gratuity that might be interpreted by a reasonable third person as potentially influencing the employee’s judgment about the other individual or entity’s actual or potential business relationship with the Institute or that might improperly influence a transaction between the Institute or any third party. This obligation extends to not only those acts formalized by written contracts, but also everyday business relationships with vendors, customers, and government employees. Employees may give or receive gifts and/or entertainment that are customary in the industry, and not prohibited by any law, regulation, or policy. Employees should seek written approval from the Chief Compliance Officer and the General Counsel if they are unsure of the acceptability of a gift or gratuity. This paragraph does not apply to initiatives approved by the Vice President of Institutional Advancement.

2.5 Bribes and Kickbacks

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Institute policy prohibits any form of commercial bribery or kickbacks, which includes the offer or acceptance of any improper payment (money, fee, commission, or credit), gratuity, gift or anything of value in order to obtain business, secure services, or receive favorable treatment for the purpose of being awarded a contract or obtaining government approvals.

Employees must not provide, attempt to provide, or offer to provide a bribe or kickback *to anyone*. Moreover, employees must not solicit, accept, or attempt to accept a bribe or kickback *from anyone*.

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2.6 Truthful Statements

Employees must take care that all communications or any representation to a federal, state or local government, are completely factual. False or misleading comparisons to our competitors are prohibited by federal law and are inconsistent with our reputation for integrity.

2.7 Fraud, Theft and Similar Conduct

All of the Institute's employees are expected to protect and enhance the assets and reputation of the Institute. Honesty and integrity are cornerstones of ethical behavior and key components in establishing long-term relationships.

Institute employees must not engage in any scheme to defraud any company, government, or individual out of any money, property, or honest services. Such conduct violates both the Institute's policy and the law and carries severe penalties.

Furthermore, all employees are prohibited from theft, fraud, embezzlement, misappropriation or wrongful conversion of any property, including that of the Institute, its employees, or any third party. This prohibition includes unauthorized use of Institute property or other Institute assets, including proprietary information and trade secrets.

3.0 LEGAL COMPLIANCE

Community Members must transact Institute business in compliance with applicable laws, regulations and Institute policies and procedures. No individual should take any action on behalf of the Institute which the individual knows or reasonably should know would violate a law or regulation. Managers and supervisors are responsible for teaching and monitoring compliance. When questions arise pertaining to the interpretation or applicability of a policy, law or regulation, individuals should contact the person who has oversight of the policy in question, or the Director of Institutional Compliance or the General Counsel.

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4.0 WORKPLACE STANDARDS

The Institute is dedicated to fostering an environment of fairness and respect for current and prospective Community Members. To encourage such behavior, the Institute prohibits discrimination and harassment, and provides equal opportunities for individuals regardless of race, citizenship, ethnicity, color, creed, religion, marital status, national origin, ancestry, sex, age, veteran status, mental or physical disability (including HIV and AIDS), pregnancy, caregiver status, domestic or sexual violence victim status, sexual orientation, gender identity and expression, or on the basis of genetic information, or any other characteristic protected by federal, state, or local law, with respect to all terms and conditions of employment. In addition, the workplace is free of drugs and unsafe conditions. When the Institute finds that this standard has been violated, it will take prompt action to end the offending conduct, prevent its recurrence and discipline those responsible. Specific policies in support of this standard are found in the Institute’s Human Resource Policies available on the Institute intranet.

4.1 Diversity and Equal Employment Opportunity

The Institute believes that it is vital to the successful conduct of its business and to basic human dignity and welfare to promote economic, social, and educational opportunity for all qualified individuals. The Institute values diversity among its employees, recognizing that a mix of human differences enriches the Institute and is essential to creativity and business growth. The Institute is committed to equal employment opportunity and unbiased treatment of all individuals based on job-related qualifications without regard to race, citizenship, ethnicity, color, creed, religion, marital status, national origin, ancestry, sex, age, veteran status, mental or physical disability (including HIV and AIDS), pregnancy, caregiver status, domestic or sexual violence victim status, sexual orientation, gender identity and expression, or on the basis of genetic information, or any other characteristic protected by federal, state, or local law, with respect to all terms and conditions of employment.

4.2 Discrimination-Free Workplace

The Institute’s Human Resource Policies available on the Institute intranet provide for a working environment that is free from intimidation, harassment, or inappropriate behavior based on membership in a protected class, which interferes with employees’ ability to fulfill their work responsibilities. Therefore, the Institute’s policy prohibits illegal harassment of employees by co-workers, supervisors, managers, or outsiders. Harassment may include behavior that is offensive, hostile, or intimidating, including unwelcome sexual advances, uninvited suggestive remarks, sexist, racist or religious slurs, and ethnic jokes.

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If you believe that you have been the victim of employment discrimination or harassment, or you have witnessed discrimination or harassment, you should immediately contact your supervisor, your manager or Human Resources.

4.3 Drug-Free Workplace

The Institute is committed to maintaining a safe and healthy work environment and to fulfilling its legal obligations under the Drug Free Workplace Act. The presence or use of controlled substances at the Institute and coming to work and/or working under the influence of controlled substances or alcohol is unacceptable since it adversely affects health, safety, security, and productivity. In addition, employees are prohibited from engaging in the manufacture, distribution, sale, or possession of illegal drugs while in the workplace (i.e., on Institute-paid time, on Institute premises, in company vehicles, or while engaged in Institute activities).

4.4 E-Mail and Internet

The Institute's electronic media information and systems (including e-mail, Internet, computers, modems, voice mail, fax, cellular phones, or other personal communication devices), like other Institute resources, are meant for business purposes, not personal use, although occasional personal use is acceptable (see the Institute's Information Technology department's [Acceptable Use Policy](#) for more information). The Institute reserves the right to audit, examine, monitor, and regulate the use of electronic resources, physical and electronic data, directories and files, as well as Internet and telephone usage. Internal and external email and telephone messages are considered business records of Wistar, not the personal property of the individual. Users should not have an expectation of privacy in information (electronic or physical) stored, processed, transmitted, or otherwise communicated on Wistar electronic resources.

Employees are expected to use sound business judgment when composing text of e-mail or other electronic media messages. Transmitting messages that are necessary, accurate, and succinct serves the business purposes set forth above, as well as serving to responsibly represent the Institute should the message become public or be utilized in legal proceedings.

The Institute's confidential information, such as trade secrets, research and development, or donor information shall only be accessed, disclosed, or disseminated in accordance with the Section 5 below, the agreement signed by each employee upon hiring, and any applicable confidentiality agreement with a third party. Electronic communications should be retained consistent with the criteria set forth under the [Record Retention](#) policy guidelines.

4.5 Environmental Health and Safety

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The Institute is committed to protecting the health and safety of Community Members by providing a safe workplace. It will provide information and training about health and safety hazards and safeguards to individuals and require Community Members to adhere to good health and safety practices and comply with all environmental health and safety laws and regulations. Specific guidance on health and safety standards and practices is available in the Science Administration / Environmental Health and Safety sections on the Institute intranet.

5.0 PROTECTING THE INSTITUTE’S INTERESTS AND INTEGRITY

Community Members are entrusted with important confidential information and are responsible for safeguarding these important assets. The following section provides guidelines outlining the responsibilities of Community Members in preserving the Institute’s assets, ideas, and non-public information.

5.1 Research Integrity, Authorship and Other Research Standards

The Institute expects its scientists to conduct their research in accordance with established standards for executing, recording and reporting scientific investigations, to give appropriate and fair acknowledgment to those who contribute to such efforts, and to allow authorship or other academic credit only to those who have merited such status under applicable professional and publication standards. Investigators should consult the Institute’s [Research Misconduct Policy](#) for information on reporting any suspected violation or breach of ethical research standards. In undertaking research with human or animals, or with any select agents or hazardous materials or biologics, the Institute expects its scientists and other employees to comply with all applicable laws and regulations, professional standards, and Institute policies.

5.2 Protection of Institute’s Information, Ideas and Intellectual Property

Information, ideas, research, data and intellectual property are valuable Institute assets that must be appropriately identified, managed, and protected.

The Institute’s information, including confidential, non-public, and personal information possessed by the Institute must be protected from misuse. Financial information, research results, business plans, personnel data, salary information, donor information, strategic plans, information regarding potential transactions with other companies, are all examples of, but not inclusive of, the Institute information which is, or can be, confidential. This information will be distributed on a "need to know" basis to Community Members who have an obligation to keep that information confidential, and to prevent it from being improperly disclosed outside of the Institute. It is also

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important that confidential, proprietary, or trade secret information of other companies be maintained as confidential and in accordance with any contractual obligations to third parties.

Intellectual property rights include trademarks, copyrights, trade secrets, and know-how. Institute employees have an obligation to protect these assets. The Institute's publications, materials such as cell lines and reagents, and data developed by or for the Institute are types of intellectual property rights that should be protected by patent, copyright, or other means. Employees who are involved in the creation or procurement of such assets should contact the General Counsel or Vice President of Business Development for assistance in assessing the intellectual property and obtaining the appropriate protection.

5.3 Contact by Regulatory or Law Enforcement Officials

The Institute is committed to cooperating with government agencies that are conducting audits or investigations of the Institute's activities. When doing so, two goals are of prime importance: Government investigators must obtain a complete and accurate picture of the Institute, and the Institute must protect its legal rights.

The Institute believes these two important goals can be best achieved by coordinating responses to government investigations, requests for interviews, documents, or other information through the General Counsel and Director of Institutional Compliance. In the event a Community Member is contacted by an investigative or regulatory agency concerning the Institute's business activities, she/he must notify one of these individuals immediately.

5.4 Use of Institute Resources

Institute resources must not be used for personal purposes by any Community Member, except in a manner that is incidental and reasonable in light of their duties. Institute resources include, but are not limited to, the use of telephone systems, data communication and networking services, equipment such as computers, tools, or research instruments, vehicles, credit cards or petty cash, conference rooms, laboratories, and offices, and research reagents or materials. Institute resources are also broadly defined to include the time and effort of trainees or subordinate employees.

6.0 REPORTING AND INVESTIGATION OF SUSPECTED VIOLATIONS AND DISCIPLINARY ACTIONS

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6.1 Reporting Violations. Community Members are required to report suspected violations of this Code to the Institute administration. For employees, typically, violations should be reported to the individual's immediate supervisor. However, if for any reason an employee does not feel comfortable reporting a suspected violation to his/her supervisor, the employee also may report the violation to the Vice President of Human Resources, the General Counsel, the Director of Institutional Compliance, to the independently operated, toll-free compliance hotline at 844-982-3404 or online at <https://wistar.ethicspoint.com>. All other Community Members should report the violation to the Vice President of Human Resources, the General Counsel, the Director of Institutional Compliance, to the independently operated, toll-free compliance hotline at 844-982-3404 or online at <https://wistar.ethicspoint.com>. Such reports may be made confidentially, or even anonymously, but individuals should be aware that it may be difficult for the Institute to investigate complaints for which only limited information has been provided. Preferably, allegations should be made in writing to assure a clear and detailed description of the issues. As noted in Section 6.3, any suspected violation or breach of ethical research standards should be reported as described in the Institute's *Research Misconduct Policy*. All Community Members are expected to cooperate fully in the investigation of alleged violations or misconduct.

6.2 No Retaliation. The Institute will not condone or allow retaliation against a Community Member who in good faith reports a suspected violation under this Code. A Community Member who retaliates against or harasses someone who has reported a violation in good faith will be subject to disciplinary action as described in Section 6.5 below. Likewise, any Community Member who uses or attempts to use his or her authority or position to suppress such an allegation, or to interfere with the investigation of an allegation, will be subject to disciplinary action as described in Section 6.5 below.

6.3 Investigation of Violations. All reports of alleged improper activity under this policy, except those that implicate the President & CEO, will be promptly forwarded to the President & CEO, who will be responsible for coordinating the investigation of the alleged violation and taking required corrective action. In the event the allegation implicates the President & CEO, it shall be forwarded to the Audit Committee of the Board for response and resolution.

6.4 Reasonable Belief. Community Members reporting a violation or suspected violation of the Code are expected to act in good faith and have reasonable grounds for believing that the Code has been violated. Any Community Member who knowingly makes a false allegation of impropriety will be subject to disciplinary action as described in Section 6.5 below.

6.5 Disciplinary Actions.

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All Community Members are required to comply with the Code. Failure to do so will result in disciplinary action that may include termination for employees, removal for members of the Board of Trustees and termination of relationship for Community Members that are neither employees nor members of the Board of Trustees.

Disciplinary measures will depend on the circumstances of the violation and will be applied in accordance with Human Resources policies available on the Institute intranet. Factors, including whether the violation is intentional, the level of good faith in reporting the violation, and the degree of cooperation with any resulting investigation or corrective action, will be taken into account when determining disciplinary measures.

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Subject to the foregoing, disciplinary action will be taken against:

- Any Institute employee who authorizes, directs, approves, or participates in violations of the Code.
- Any Institute employee who has deliberately failed to report violations, concealed violations, or deliberately withheld relevant information concerning a violation.
- Any Institute employee who retaliates, directly or indirectly, or encourages others to do so against any other Institute employee because of a report by that employee of a suspected Code violation.
- Any employee in a supervisor or manager role who, under the circumstances, should have known of a violation by individuals under his or her supervision and did not take proper corrective action.

In addition, individuals who violate the law during the course of their employment are subject to criminal and civil penalties, as well as payment of civil damages to the Institute or third parties.

6.6 Complaints of Retaliation. Any employee who believes he or she has been retaliated against for reporting a suspected violation under the Code, or for refusing to engage in activity that might constitute a violation of the Code, should immediately contact (i) the Director of Institutional Compliance or the General Counsel, (ii) the President & CEO if the complaint is directed at the General Counsel or the Director of Institutional Compliance, or (iii) the Audit Committee of the Board if the complaint is directed at the President & CEO. All such complaints will be investigated promptly, and disciplinary action will be taken if the complaint is substantiated.

6.7 History

- 6.7.1 September 8, 2021 – Revised ¶6.1 to update the hotline phone number and add a link to the online reporting tool.