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Prepared by: General Counsel; Counsel for Risk Management and Corporate Compliance Officer	Approved by:	Page:
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A. GENERAL STATEMENT OF POLICY

This Code of Conduct has been adopted by the Roswell Park Cancer Institute (RPCI) Board of Directors to provide standards by which members of the RPCI workforce will conduct themselves in order to protect and promote organization-wide integrity and to enhance RPCI's ability to achieve its corporate mission.

The Code of Conduct contains principles expressing the policy of RPCI and standards that are intended to provide additional guidance to persons functioning in managerial or administrative capacities. All members of the RPCI workforce are expected to conduct themselves in an appropriate, reasonable, safe manner while on RPCI property and when representing RPCI at functions conducted off the premises. It is the responsibility of each member of the RPCI workforce to ensure that his or her behavior and activity is consistent with the Code of Conduct.

B. SCOPE

This policy applies to all members of the RPCI workforce which includes employees, volunteers, students, consultants and contract staff

C. ADMINISTRATION

This policy will be implemented by the Board of Directors and the President & CEO, through RPCI's leadership and management team.

D. POLICY / PROCEDURE

PRINCIPLE 1 - PROFESSIONAL AND RESPECTFUL BEHAVIOR

Members of the RPCI workforce will interact with patients, visitors, colleagues and staff members in a professional, respectful and collaborative manner to encourage and facilitate a productive work environment.

Standard 1.1 - General Standards of Behavior

1. Patients, visitors, colleagues and other staff members will be treated with dignity, courtesy and friendliness. Members of the RPCI workforce may not physically or verbally mistreat, abuse or intimidate other individuals.
2. Physical violence or threats of violence will not be tolerated. This includes, but is not limited to, fighting, roughhousing, pushing around and wrestling as well as intimidating or threatening gestures.

3. Members of the RPCI workforce will speak in tones that are appropriate to a hospital environment. Obscene and/or profane language is not acceptable. Raised voices are not acceptable in public, patient care or other work areas unless necessitated by an emergency situation.
4. Inappropriate remarks about physicians, hospital staff, other providers or patients or about the quality of care being provided should not be made in public or in front of others not involved in the patient's care, nor should inappropriate entries be made in the patient's medical record. Employees and staff should address concerns about clinical judgments or quality of care directly with their supervisor in an appropriate setting. If necessary, the Medical Director may be contacted and/or the Ethics Committee may be convened.
5. Individuals who have concerns about another staff member's conduct, personal performance or competence should discuss the matter with his/her own supervisor. That individual's supervisor should report the matter to the staff member's supervisor. If an issue needs to be addressed, that supervisor should do so in a confidential manner in a private setting.
6. Each member of the RPCI workforce is expected to demonstrate a courteous, positive and helpful demeanor when communicating with patients, visitors, staff and the public in all verbal and written communications. If an RPCI workforce member cannot answer a question, he or she is to refer the individual to an office or individual who can help.
7. Employees are required to cooperate completely with legitimate investigations that may be conducted by regulatory bodies, law enforcement agencies and those authorized by RPCI's administration. Information provided during such investigations must be truthful and complete.
8. Generally, all employees who are patient care providers are expected to participate in every aspect of patient care provided by RPCI. Any request to be excused from participating in an aspect of patient care on the grounds of conflicting cultural values, ethics or religious beliefs must be submitted to the employee's appropriate department head, in writing, and will be reviewed with the Vice President for Human Resources and/or the Vice President for Corporate Ethics. If a reasonable accommodation cannot be provided, the employee is expected to perform assigned duties so as not to negatively affect the delivery of care or services.

PRINCIPLE 2 - LEGAL COMPLIANCE

RPCI will strive to ensure all activity by or on behalf of the organization is in compliance with applicable laws.

The following standards are intended to provide guidance to members of the RPCI workforce including employees and management in administrative positions to assist them in their obligation to comply with applicable laws. These standards are neither exclusive nor complete. All members of the RPCI workforce are required to comply with all applicable laws, whether or not specifically addressed in these policies. If questions regarding the existence of, interpretation or application of any law arise, they should be directed to the RPCI General Counsel or Counsel for Risk Management/Corporate Compliance. If contacted by a legal body or regulatory agency, related to RPCI, the member of the RPCI workforce should immediately notify the RPCI General Counsel or Counsel for Risk Management or Corporate Compliance.

Standard 2.1 Antitrust

All members of the RPCI workforce must comply with applicable antitrust and similar laws which regulate competition. Examples of conduct prohibited by the laws include (1) agreements to fix prices, bid rigging, collusion (including price sharing) with competitors; (2) boycotts, certain exclusive dealing and price discrimination agreements; and (3) unfair trade practices including bribery, misappropriation of trade secrets, deception, intimidation and similar unfair practices.

Employees are expected to seek advice from the RPCI General Counsel when confronted with business decisions involving a risk of violation of the antitrust laws. As a nonprofit entity, RPCI has a legal and ethical obligation to act in compliance with applicable laws, to engage in activities in furtherance of its charitable purpose, and to ensure that its resources are used in a manner which furthers the public good rather than the private or personal interests of any individual. Consequently, RPCI and its employees will avoid compensation arrangements in excess of fair market value, will accurately report payments to appropriate taxing authorities, and will file all tax and information returns in a manner consistent with applicable laws.

Standard 2.3 Fraud and Abuse

RPCI requires members of the RPCI workforce to refrain from conduct which may violate the fraud and abuse laws. These laws prohibit (1) direct, indirect or disguised payments in exchange for the referral of patients (2) the submission of false, fraudulent or misleading claims to any government entity or third party payor, including claims for services not rendered, claims which characterize the service differently than the service actually rendered, or claims which do not otherwise comply with applicable program or contractual requirements; and (3) making false representations to any person or entity in order to gain or retain participation in a program or to obtain payment for any service. (For additional guidance, please refer to [RPCI Corporate Compliance Summary Policy No. 126.1](#), and the Corporate Compliance manual).

Standard 2.4 Lobbying/Political Activity

RPCI expects each of its employees to refrain from engaging in activity which may violate tax laws or ethical guidelines applicable to the workforce, involving a variety of lobbying and political activities. (Also, see [Political Activity Policy No. 230.1](#)).

1. No individual may make an agreement to contribute RPCI money, property, or services to any political candidate, party, organization, committee or individual in violation of any applicable law. Officers and employees may personally participate in and contribute to political organizations or campaigns, but they must do so as individuals, not as representatives of RPCI, and they must use their own funds.
2. When its experience may be helpful, RPCI may publicly offer recommendations concerning legislation or regulations being considered. In addition, it may analyze and take public positions on issues that have a relationship to the operations of RPCI when the Corporation's experience contributes to the understanding of such issues.
3. RPCI has many contacts and dealings with governmental bodies and officials. All such contacts and transactions shall be conducted in an honest and ethical manner. Any attempt to influence the decision making process of governmental bodies or officials by an improper offer of any benefit is absolutely prohibited. Any request or demands by any governmental representative for any improper benefits should be immediately reported to the RPCI General Counsel.

Standard 2.5 Environmental

It is the policy of RPCI to manage and operate its business in the manner which respects our environment and conserves natural resources. Members of the RPCI workforce should strive to utilize resources appropriately and efficiently, to recycle where possible and otherwise dispose of all waste in accordance with applicable laws and regulations, and to work cooperatively with the appropriate authorities to remedy any environmental contamination for which the Corporation may be responsible.

Standard 2.6 Discrimination

RPCI believes that the fair and equitable treatment of employees, patients and other persons is critical to fulfilling its vision and goals.

It is a policy of RPCI to treat patients without regard to the race, color, religion, sex, ethnic origin, age or disability of such person, or any other classification prohibited by law. (Also see [Patient Admission Policy No. 401.1](#)).

It is the policy of RPCI to recruit, hire, train, promote, assign, transfer, layoff, recall and terminate employees based on their own ability, achievement, experience and conduct without regard to race, color, religion, sex, sexual orientation, ethnic origin, age or disability, or any other classification prohibited by law.

No form of harassment or discrimination on the basis of sex, sexual orientation, race, color, disability, age, religion or ethnic origin or disability or any other reclassification prohibited by law will be permitted. Each allegation of harassment or discrimination will be promptly investigated in accordance with applicable policies. (Also see [Policy on Unlawful Discrimination Policy No. 102.3](#)).

PRINCIPLE 3 - BUSINESS ETHICS

In furtherance of RPCI commitment to the highest standards of business ethics and integrity, members of the RPCI workforce will accurately and honestly represent the Corporation and will not engage in any activity or scheme intended to defraud anyone of money, property or honest services.

The standards set forth below are designed to provide guidance to ensure that RPCI's business activities reflect the high standards of business ethics and integrity. Conduct not specifically addressed by these standards must be consistent with Principle 2.

3.1 Honest Communication

RPCI requires candor and honesty from individuals in the performance of their responsibilities and in communication with RPCI's attorneys and auditors. No member of the RPCI workforce shall make false or misleading statements to any patient, person or entity doing business with RPCI about other patients, persons or entities doing business or competing with RPCI, or about the products or services of RPCI or its competitors.

3.2 Misappropriation of Proprietary Information

RPCI workforce members shall not misappropriate confidential or proprietary information belonging to another person or entity nor utilize any publication, document, computer program, information or product in violation of a third party's interest in such product. All RPCI workforce members are responsible to ensure they do not improperly copy for their own use documents or computer programs in violation of applicable copyright laws or licensing agreements. RPCI workforce members shall not utilize confidential business information obtained from competitors, including customer lists, price lists, contracts or other information in violation of a covenant not to compete, prior employment agreements, or in any other manner likely to provide an unfair competitive advantage to RPCI.

PRINCIPLE 4 CONFIDENTIALITY

RPCI workforce members shall maintain the confidentiality of patient and other confidential information in accordance with applicable legal and ethical standards. (Also see [Ethics Governing Patient Care Issues Policy No. 120.1](#) and [Confidentiality of Health Related Information Policy No. 408.10](#)).

RPCI and RPCI workforce members are in possession of and have access to a broad variety of confidential, sensitive and proprietary information, the inappropriate release of which could be injurious to individuals, RPCI's partners and RPCI itself. Every RPCI workforce member has an obligation to actively protect and safeguard confidential, sensitive and proprietary information in a manner designed to prevent the unauthorized disclosure of information.

4.1 Proprietary Information

Information, ideas and intellectual property assets of RPCI are important to organizational success. Information pertaining to RPCI competitive position or business strategies, payment and reimbursement information, and information relating to negotiations with employees or third parties should be protected and shared only with employees having a need to know such information in order to perform their job responsibilities. RPCI workforce members should exercise care to ensure that intellectual property rights, including patents, trademarks, copyrights and software are carefully maintained and managed to preserve and protect its value.

4.2 Personnel Actions/Decisions

Salary, benefit and other personal information relating to employees shall be treated as confidential. Personnel files, payroll information, disciplinary matters and similar information shall be maintained in a manner designed to ensure confidentiality in accordance with applicable laws. Employees will exercise due care to prevent the release or sharing of information beyond those persons who may need such information to fulfill their job function.

PRINCIPLE 5 - CONFLICTS OF INTEREST

Directors, officers, committee members and key employees owe a duty of undivided and unqualified loyalty to RPCI ("covered persons"). Persons holding such positions may not use their positions to profit personally or to assist others in profiting in any way at the expense of the organization.

All covered persons are expected to regulate their activities so as to avoid actual impropriety and/or the appearance of impropriety which might arise from the influence of those activities on business decisions of RPCI, or from disclosure or private use of business affairs or plans of RPCI.

In addition to RPCI requirements, if an employee is considered a "Policy Maker" by RPCI, such employee will be subject to annual disclosure requirements directly to the Joint Commission on Public Ethics (JCOPE) and must obtain JCOPE approval before engaging in any non-RPCI outside activity paying more than \$4,000. (See NY Public Officers Law section 73(a) and <http://jcope.ny.gov>)

5.1 - Outside Financial Interests

While not all inclusive, the following will serve as a guide to the types of activities by a covered person, or household member of such person, which might cause conflicts of interest.

1. Ownership in or employment by any outside concern which does business with or provides research funding to RPCI. (This does not apply to stock or other investments held in a publicly held corporation, provided the value of the stock or other investments does not exceed 5% of the corporation's stock. RPCI may, following a review of the relevant facts, permit ownership interests which exceed these amounts if such ownership interests will not adversely impact RPCI's business interest or the judgment of the covered person.)
2. Conducting any business not on behalf of RPCI, with any vendor, supplier, contractor of RPCI, or any of their officers or employees.
3. Representation of RPCI by a covered person in any transaction in which he or she or a household member has a substantial personal interest.
4. Disclosure or use of confidential, special or inside information of or about RPCI, particularly for personal profit or advantage of the covered person or a household member.
5. Competition with RPCI by a covered person, directly or indirectly, in the purchase, sale or ownership of property or property rights or interests, or business investment opportunities.
6. Questions regarding whether a conflict of interest may exist should be discussed with a covered person's supervisor and/or RPCI's General Counsel and/or the VP for Corporate Ethics. (See RPCI Policies [812.1](#), [218.1](#), [1102.1](#) and [119.1](#), and NY Public Officer's Law sections 73 and 74).

5.2 – Revolving Door Prohibitions (see NY Public Officer's Law sections 73(8)(a)(i) and 73(8)(a)(ii))

With limited exception, former RPCI employees may NOT:

1. Within 2 Years of leaving RPCI employment appear before RPCI or receive compensation for services on behalf of any person or company in relation to any matter before RPCI.
2. At any time appear before RPCI, communicate or otherwise render services before RPCI or any NY state agency, or receive compensation for such services on behalf of any person or company in relation to any transaction with respect to which the former RPCI employee was directly concerned and personally participated in, or which was under the former RPCI employee's direct consideration.

5.3 - Services for Competitors/Vendors

No covered person shall perform work or render services for any competitor of RPCI or for any organization with which RPCI does business or which seeks to do business with RPCI outside of the normal course of his/her employment with RPCI without approval as required by RPCI policy. Nor shall any such employee be a director, officer, or consultant of such an organization, or permit his/her name to be used in any fashion that would tend to indicate a business connection with such organization (see RPCI Policies [812.1](#), [218.1](#), [119.1](#) and [119.2](#)).

5.4 Participation on Boards of Directors/Trustees

1. A covered person must obtain approval from his/her supervisor prior to serving as a member of the Board of Directors/Trustees of any organization whose interest may conflict with those of RPCI. Approval under [RPCI Policy 218.1](#) must also be obtained.
2. A covered person who is asked, or seeks, to serve on the Board of Directors/Trustees of any organization whose interest would not impact RPCI (for example, civic [non-governmental], charitable, fraternal and so forth) is not required to obtain approval from their supervisor but must obtain approval under [RPCI Policy 218.1](#).
3. All fees/compensation (other than reimbursement for expenses arising from Board participation) that are received for Board services provided during normal work time shall be paid directly to RPCI.
4. A covered person must disclose all Board of Directors/Trustees activities in the annual Conflict of Interest disclosure statement.
5. RPCI retains the right to prohibit membership on any Board of Directors/Trustees where such membership might conflict with the best interest of RPCI. 6. Questions regarding whether Board participation might present a conflict of interest should be discussed with a covered person's supervisor and/or RPCI's General Counsel and/or the VP Corporate Ethics.

5.5 Academic Honoraria and Outside Honoraria

Employees are, with the permission of their supervisor, encouraged to participate as faculty and speakers at educational programs and functions. However, payment for such activities may be accepted only in compliance with the [Outside Activity Policy No. 218.1](#) and the [A+ Time and Academic Honoraria Policy #122.1](#).

PRINCIPLE 6 - BUSINESS RELATIONSHIPS

Business transactions with vendors, contractors and other third parties shall be transacted free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction. (Also, see NY Public Officers Law sections 73 and 74 and [RPCI Policy No. 812.1](#)).

The standards set forth below are intended to guide key employees in determining the appropriateness of the listed activities or behaviors within the context of RPCI business relationships, including relationships with vendors, providers, contractors, third party payors and government entities. It is the intent of RPCI that this policy be construed broadly to avoid even the appearance of improper activity. If there is any doubt or concern about whether specific conduct or activities are ethical or otherwise appropriate, contact RPCI General Counsel, the Counsel for Risk Management or the VP for Corporate Ethics.

6.1 Gifts and Gratuities

Gifts from Patients: Employees are prohibited from soliciting tips, personal gratuities or gifts from patients and from accepting money, tips, gratuities or monetary substitutes such as gift certificates or gift cards. Employees may accept non-monetary gifts of a nominal value (e.g. cookies, candy, etc.) from patients or patients' family members. If a patient or another individual wishes to present a monetary gift, he/she should be referred to the Development Office.

1. Gifts Influencing Decision Making - Employees shall not accept gifts, favors, services, entertainment or other things of value to the extent that decision-making or actions affecting RPCI might be influenced. Similarly, the offer or giving of money, services or

- other things of value with the expectation of influencing the judgment or decision making process of any purchaser, supplier, customer, government official or other person by RPCI is absolutely prohibited. Any such conduct must be reported immediately to the RPCI General Counsel, the Counsel for Risk Management or the VP for Corporate Ethics.
2. Gifts from Existing Vendors - Employees are prohibited from accepting gifts from vendors and other persons and organizations doing business with RPCI. The purpose of this policy is to avoid even the appearance of impropriety. (Please see RPCI Standards for Vendor Relationships and Interactions [Policy No. 812.1](#) for specific information and guidance).

6.2 Contracting

Employees may not utilize "insider" information for any business activity conducted by or on behalf of RPCI. All business relations with contractors must be conducted at arm's length both in fact and in appearance and in compliance with RPCI and New York State policies, procedures, rules and regulations. Employees must disclose personal relationships and business activities with contractor personnel which may be construed by an impartial observer as influencing the employees' performance or duties. Employees have a responsibility to obtain clarification from management on questionable issues which may arise and to comply, where applicable, with the New York State Public Officer's Law.

6.3 Business Inducements

RPCI workforce members shall not seek to gain any advantage through the improper use of payments, business courtesies or other inducements. Offering, giving, soliciting or receiving any form of bribe or other improper payment is prohibited.

Commissions, rebates, discounts and allowances that are customary and acceptable business inducements may be accepted provided that they are approved by RPCI management, they do not constitute illegal or unethical payments, they are reasonable in value, competitively justified, properly documented, and made to the business entity to whom the original agreement or invoice was made or issued. Such payments should not be made to individual employees or agents of business entities.

In addition, employees may provide gifts, entertainment and meals of nominal value to RPCI customers, current and prospective business partners and other persons when such activities have a legitimate business purpose, and are reasonable and consistent with all applicable laws.

PRINCIPLE 7 - PROTECTION OF ASSETS

All RPCI workforce members will strive to preserve and protect the Corporation's assets by making prudent and effective use of RPCI resources and properly and accurately reporting its financial condition. This policy also mandates appropriate use and expenditure of grant funding for grant/research related purposes.

The Standards set forth below are intended to guide key employees by articulating RPCI's expectations as they relate to activities or behaviors or which reflect a reasonable and appropriate use of assets of a nonprofit entity.

7.1 Internal Control

RPCI has established control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. All employees of RPCI share the responsibility for maintaining and complying with required internal controls. (Also, see Purchases made with [PBC Funds Policy No. 624.1](#)).

7.2 Financial Reporting

All financial reports, accounting records, research reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting is contrary to the policy of RPCI and may be in violation of applicable laws.

7.3 Travel and Entertainment

Travel and entertainment expenses should be consistent with the employee's job responsibility and the organization's needs and resources. It is RPCI's policy that an employee should not suffer a financial loss or a financial gain as a result of reasonable and necessary business travel and entertainment. Employees are expected to exercise reasonable judgment in the use of RPCI's assets and to spend the organization's assets only for those business purposes that are reasonable, necessarily incurred, and in furtherance of the mission of RPCI. Employees must also comply with RPCI policies relating to travel expense ([see Policy 122.1](#)). Grant Funding is never to be utilized for entertainment related expenditures.

7.4 Personal Use of Corporate Assets

All members of the RPCI workforce are expected to refrain from converting assets of the organization to personal use. All property and business of the organization shall be conducted in the manner designed to further RPCI's interest rather than the personal interest of an individual employee. Members of the RPCI workforce are prohibited from the unauthorized use or taking of RPCI's equipment, supplies, materials, or services. Prior to engaging in an activity on company time which will result in remuneration to the employee or the use of RPCI's equipment, supplies, materials or services for personal or non-work related purposes, employees shall obtain the approval of the appropriate Administrator or supervisor. Personal use of RPCI resources are routinely prohibited. (Also, [see Use of RPCI Resources Policy No. 105.1](#)).

8. ADMINISTRATION AND APPLICATION OF THIS CODE OF CONDUCT

- a. RPCI expects each person to whom this Code of Conduct applies, to abide by the Principles and Standards set forth herein and to conduct the business and affairs of RPCI in a manner consistent with the general statement of principles set forth herein.
- b. Violations of this policy will be addressed through corrective counseling and/or progressive discipline process, in accordance with the collective bargaining agreements, if applicable.
- c. Several mechanisms are available to members of the RPCI workforce including employees, managers and Department Chairs to promote adherence to the Code of Conduct and to facilitate conflict resolution. These include the following:
 1. Employee Assistance Program ([Policy 107.1](#))
 2. Compliance Hotline (845-3566) for reporting violations or concerns anonymously if necessary;
 3. Department of Human Resources assistance including, but not limited to: (a) anger management referrals; (b) training, coaching and assistance for managers and staff.
- d. Nothing in this Code of Conduct is intended to nor shall be construed as providing any additional employment or contract rights to employees or other persons. While RPCI will generally attempt to communicate changes concurrent with or prior to the implementation of such changes, RPCI reserves the right to modify, amend or alter the Code of Conduct without notice to a

e. ny person or employee.

E. DISTRIBUTION

This Policy and Procedure will be distributed to all Managers via the RPCI internal web page and to holders of backup hard copies of the manual. Managers are responsible for communicating policy content to pertinent staff.