

HOWARD UNIVERSITY

CODE OF ETHICS AND CONDUCT

AUGUST 1998

## CODE OF ETHICS AND CONDUCT

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**Adopted by the Board of Trustees  
June 6, 1998**

**CODE OF ETHICS AND CONDUCT**

I. STATEMENT OF PURPOSE

It is the policy of the University to conduct itself with the highest degree of integrity and honesty in all of its dealings. This is a responsibility that we share as a University Community. Each Trustee, student, Faculty member, and administrative employee must be bound by this common duty in the pursuit of his or her individual responsibility to the educational objectives of the University.

We owe this duty not only to each other, but also to our residential neighbors and the Government that represents the interests of all citizens. Honesty and fair dealing are the hallmark of this institution, inherited from those who have come before us and a sacred trust that we must leave to those who will follow.

This *Code of Ethics and Conduct* will identify some of the common obligations and responsibilities of the University Community. Particular emphasis, however, will be devoted to those individuals who comprise the Board of Trustees, the Deans of the various colleges and schools, and other senior administrative personnel. This document is not intended to be a procedural manual or an exacting account of proscribed conduct. If any member of the University Community should require a greater degree of specificity as particular circumstances arise, guidance can be obtained from the University's Compliance Officer.

II. APPLICABILITY

The *Code of Ethics and Conduct* applies to the members of the Board of Trustees, all students, Faculty, and administrative personnel ("University Community"). Because of the sensitive nature of some positions and the high degree of trust placed in those individuals occupying such positions, this Code will place special responsibilities on Trustees and Senior Administrative Personnel. For the purposes of this document, the term "Senior Administrative Personnel" shall mean the President, the Provost, Deans, Directors, all Vice Presidents, and the General Counsel.

### III. RESPONSIBILITIES

The University Community shares the following fundamental responsibilities:

To Our Students -- we owe the right of fair access to all educational opportunities and benefits available at the University in an environment that is free of invidious harassment, discrimination, or intimidation.

To Our Faculty -- we must offer a fair opportunity to teach, conduct research, and to provide service to the community in a setting that provides the academic freedom necessary to cultivate a wide expanse of ideas and teaching methods.

To Our Administrative Staff -- we must provide the opportunity to serve the institution to their fullest potential and in a work environment that is safe and free from illegal discrimination.

To Our Neighbors -- we must operate our facilities in a way that does not unjustly deprive any of our residential neighbors of a valid property right. At all times, we should conduct ourselves in a manner that avoids any diminution in the quality of our neighborhood.

To Our Trustees -- we owe our honesty and best judgment. We must manage the University's assets prudently and fairly in accordance with the Trustees direction and the within the constrains of law.

To Our Government -- we have an obligation to always be truthful in our dealings with both the City and the Federal Governments and to never do or tolerate any circumstance within our control that can result in the improper use of public funds.

### IV. REQUIRED CONDUCT

All members of the University Community shall conform their conduct to the following standards and avoid any conduct that is an actual or apparent violation of these standards.

A. Proper Use of University Resources -- University resources shall not be used for other than their intended purpose. We shall manage those resources prudently and not improperly convert any such resource to our personal use or that of another. We shall not offer University resources to another in order to obtain unfair advantage, not based on the merits of a transaction, or otherwise offer those resources in a manner or under circumstances that would establish a violation of law.

B. Relationship With Vendors -- No member of the University Community may approve, recommend, or promote a business transaction in which that person has a direct personal interest, or otherwise cause the University to do business with a firm in which that person is an officer or senior management employee or in which that person (directly or indirectly) owns more than a 5 percent equity interest (hereinafter an "affiliated firm"), unless such person first discloses his/her relationship and the relevant circumstances of the contemplated activity, in writing, to the President and the Compliance Officer of the University and:

- (1) it is determined that the proposed activity is fair to the University and will not result in the University foregoing revenues, or incurring costs in excess of the costs that would be incurred for goods, property, or services of like quality if acquired from another source; and
- (2) the Compliance Officer reports to the Board of Trustees, Legal Audit Committee all disclosures made under this paragraph, and the circumstances of all related matters, for such disposition as the Committee may deem appropriate. When practicable, such reporting to the Committee shall take place before the proposed activity takes place, but in no event less than quarterly. In exceptional circumstances, however, compelled by exigent time restraints, the Compliance Officer, with the concurrence of the President, may give tentative approval of an activity covered by this paragraph subject to subsequent ratification by the Legal Audit Committee. The Secretary of the Board of Trustees shall maintain records and minutes of all disclosures and dispositions made under this paragraph.

Under no circumstances may a person described in the first sentence of this paragraph approve a relationship with, order or authorize purchases from, or approve or make payments to an affiliated firm or person on behalf of the University. For the purposes of this paragraph the terms "person" and "affiliated person" includes an individual's immediate family members, close personal acquaintances, and others living within such individual's household.

C. Gratuities -- No Trustee, member of the Faculty, or employee of the University shall receive or solicit anything of value in return for influencing or exercising his/her discretion in a particular way on a University matter. In addition, Trustees and Senior Administrative Personnel are prohibited from accepting or soliciting any gratuity or thing of value (for which a fair market price has not been paid) for or because of any official act performed or to be performed by the Trustee or senior employee in his or her official capacity with the University. This provision does not prohibit the acceptance of an item having a nominal value or ceremonial gifts received by Officers or Trustees of the University in their official capacity.

D. Confidentiality and Maintenance of Accurate Accounts and Records -- The accounts and records of the University are maintained in a manner that provide for an accurate and auditable record of all financial transactions in conformity with generally accepted accounting principles, established business practices, and all relevant provisions of controlling law. No false or deceptive entries may be made and all entries must contain an appropriate description of the underlying transaction. To the extent not needed for daily operating transactions, all University funds must be retained in the appropriate University accounts with appropriately designated financial institutions and no undisclosed or unrecorded fund or asset shall be established or maintained for any purpose. All reports, vouchers, bills, invoices, payroll information, personnel records, and other essential business records must be prepared with care and honesty.

Since the unauthorized use of the records and accounts described in the preceding paragraph can cause the University harm, access to such data should be closely controlled. Members of the University Community who improperly convert these records and accounts for their own

personal use or for the personal use of another, or who wrongfully discloses such records or accounts will be subject to appropriate legal sanctions by the University. To further the enforcement of this standard of conduct, the President may direct that certain employees who occupy sensitive or confidential positions execute confidentiality agreements with the University as a condition for employment or continued employment.

E. Educational Benefits and Opportunities --No member of the University Community shall deny a student fair access to all educational opportunities and benefits available at the University. Invidious harassment, discrimination, or intimidation of students that deny or impede their right of access to these benefits and opportunities will not be tolerated and will be subject to disciplinary action.

No member of the University Community shall deny any member of the Faculty a fair opportunity to teach, conduct research, and to provide services to the community. in a setting that provides the academic freedom necessary to cultivate a wide expanse of ideas and teaching methods. Unwarranted interruption of classes or other academic activities is an abridgment of the right of the Faculty to teach and an abridgment of the rights of the affected students to learn.

F. Government Relations -- All members of the University Community are expected to conform their actions to the requirements of the law. Whether or not an illegal act is committed in a person's capacity as a member of the University Community, and regardless of whether a violation occurs on or off campus, if that violation of law reflects unfavorably on the University, it will be deemed a breach of this *Code of Ethics and Conduct*. We will not withhold material information from the Government, or engage in any other course of conduct that may be or appear to be deceptive or misleading. If we are requesting Government funding or the award of a Government contract or grant, we have an affirmative obligation to make full, accurate, and honest representations concerning all relevant information submitted to or requested by the Government. Our record keeping and accounts must be in accord with generally accepted accounting principles and otherwise in compliance with all pertinent Government directives and regulations.

G. Employment Practices and Public Relations -- No member of the University Community shall engage in any employment practice that is a violation of Federal law, the law of the District of Columbia, or the law of any other local jurisdiction where the University may have employees. No one in a supervisory position, or in any position of higher authority in the University, is to use his or her position to intimidate subordinate employees or to exact personal favors or things of value (for which a fair market price has not been paid) from employees of lesser rank within the University.

Every member of the University community is expected to treat each other and members of the public with courtesy, professionalism, and civility.

H. Duty to Cooperate -- Every member of the University Community has a duty to cooperate with the University's Compliance Officer in the initiation and defense of actual or contemplated litigation affecting the interests of the University and in the conduct of any investigation of a violation of this *Code of Ethics and Conduct*. Trustees and Senior Administrative Personnel are under an affirmative obligation to report reasonably suspected violations of this *Code of Ethics and Conduct* to the University's Compliance Officer.

V. ADDITIONAL OBLIGATIONS OF TRUSTEES, AND SENIOR ADMINISTRATIVE PERSONNEL

Trustee and Senior Administrative Personnel have a duty to the University to always act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the University. Persons occupying these positions of trust shall complete and submit, on at least an annual basis, a Conflict of Interest Disclosure Form ("form"). The form shall be amended more frequently, as needed, whenever there is a material change in the circumstances of the reporting person that would make the form then on file materially false or misleading. In addition, all Trustees must agree and sign a Statement of Responsibilities ("statement") that will provide some guidance on the special responsibilities attended to that office. The form and the statement may be changed from time to time by the Board of Trustees.



VI. UNIVERSITY COMPLIANCE OFFICER

The University Compliance Officer shall be the General Counsel of the University.

VII. IMPLEMENTATION

The President of the University shall issue such directives or instructions as may be need to implement this *Code of Ethics and Conduct*. The Legal and Audit Committee of the Board of Trustees shall be advised of such directives and instructions on, at least, a quarterly basis. At the request of the Committee the full Board of Trustees may consider the President's directives and instructions and take such action in response thereto as it may deem appropriate.

VIII. AMENDMENTS

This *Code of Ethics and Conduct* is voluntarily adopted by the Board of Trustees and may be amended by the Board of Trustees at any time, with or without notice, and without the provision of consideration to any party.

**DISCLOSURE FORM FOR TRUSTEES  
AND SENIOR ADMINISTRATIVE PERSONNEL**

1. Are you aware of any relationship existing between the University and yourself, or a person or firm affiliated with yourself, that may represent an actual or apparent conflict of interest?

Yes \_\_\_\_\_

No \_\_\_\_\_

[If your answer is "Yes" please detail the circumstances. If more space is needed you may use the reverse side of this form or add additional pages.]

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2. Excluding circumstances that have been previously reported under the University's Code of Ethics and Conduct, did you, or a person or firm affiliated with yourself, receive a loan or anything of value:
- (a) from any source that supplies, or is seeking to supply, goods or services to the University; or
  - (b) for or because of any official act performed, or to be performed, by you in your official capacity as a Trustee or Senior Administrative employee of the University?

Yes \_\_\_\_\_

No \_\_\_\_\_

[If your answer is "Yes" please detail the circumstances. If more space is needed you may use the reverse side of this form or add additional pages.]

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3. Do you know of any instances or circumstances that may constitute a violation of the Code of Ethics and Conduct, but that may not have been previously reported?

Yes \_\_\_\_\_ No \_\_\_\_\_

[If your answer is "Yes" please detail the circumstances. If more space is needed you may use the reverse side of this form or add additional pages.]

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**[QUESTION 4 IS TO BE COMPLETED BY SENIOR ADMINISTRATIVE PERSONNEL ONLY]**

4. Are you a member or owner of, employed by, or otherwise involved with any business, organization, enterprise, association, or other entity for which you provide services or resources (with or without compensation) and which either:

(a) does business or is seeking to do business with the University; or

(b) entails your involvement during any part of the University's regularly scheduled work hours?

Yes \_\_\_\_\_ No \_\_\_\_\_

[If your answer is "Yes" please detail the circumstances. If more space is needed you may use the reverse side of this form or add additional sheets.]

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## DEFINITIONS

For the purposes of this Disclosure Form the following definitions shall apply:

Affiliated Firm -- shall mean a firm in which an individual is an officer or senior management employee, or in which that individual (directly or indirectly) owns more than a 5 percent equity interest.

Affiliated Person -- shall mean an individual's immediate family members, close personal acquaintances, and others living within such individual's household. A close personal acquaintance will be deemed to exist when a business or social relationship between individuals is such that a neutral observer could reasonably conclude that a transaction in which both such individuals participate may either: (1) be affected in whole or in part by factors extraneous to the merits; or (2) have the appearance of being influence by such extraneous factors.

Senior Administrative Personnel or Employee -- shall mean the President, the Provost, Deans, Directors, all Vice Presidents (Vice Provosts), and the General Counsel.