A132 - A2LA CODE OF CONDUCT

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Leadership Letter

For 40 years, the American Association for Laboratory Accreditation (A2LA) has strived to meet and exceed the expectations of the many people it serves. Our continuous goal has been to establish credibility and maintain it through reputable customer service and dedication. The industry understands what A2LA stands for and where they can place their trust.

It has taken many years to establish the reputation that A2LA has today. We are recognized as leaders in the accreditation industry, and take pride in our high level of quality and customer service. We must uphold these expectations at all times in order to preserve our reputation. Should we falter now, there will be many others to take our place. It is important to keep in mind how fragile a reputation is and how quickly it can be destroyed if we fail the people we serve.

The Code of Conduct (Code) is the foundation and framework for how we should conduct ourselves at A2LA and how to extend that to the people we serve. The Code provides guidance to see us through many situations that may arise in the workplace or in relation to the work that A2LA does. Due to the complexity of life, it must be understood that the Code does not cover every potential situation that could occur. At these times, all representatives of A2LA are expected to use sound judgment in making ethical decisions with the same values and integrity that A2LA would use.

A2LA and the Board of Directors fully support the values and fundamentals of the Code of Conduct. We are responsible for upholding and continuously improving the content of the Code to proactively meet internal and external demands.

The reputation that A2LA has built in the last four decades will continue to break down barriers with innovation and dedication. We will strive even during the weakest times because of our continued efforts to provide the best possible service and standards.

Sincerely,

Lonnie Spires
President & CEO
CREDO

As a third-party organization, A2LA serves both first parties (customers seeking accreditation) and second parties (clients of our customers and others likely to be influenced, either directly or indirectly, by the quality of accredited results). A2LA believes that its primary responsibility is to deliver an impartial, independent and objective accreditation service that provides confidence in the validity of results produced by the accredited entities.

The success of our organization is dependent on the trust and credibility we earn from our stakeholders (i.e., employees, Board of Directors, council/committee members and assessors/contractors) and our customers. We gain credibility by adhering to our commitments, exhibiting honesty and integrity, and reaching organization goals solely through honorable conduct. It is easy to say what we must do, but the proof will be seen in our actions. Ultimately, we will be judged on what we do.

When considering any action, it is wise to ask: Will this build trust and credibility for A2LA? Will it help create a working environment in which A2LA can succeed over the long term? Is the commitment we are making one that we can follow through with? The only way we will maximize trust and credibility is by answering “yes” to those questions and by continuously working to build trust and credibility.

Whatever a stakeholder’s contribution or whatever process they use, they must all seek continuous improvement. They must strive to be the best. In order to achieve continuous improvement in everything, they must as individuals continually improve their skill set. Hence, renewal of their individual skills must be accepted as a common responsibility among all involved in A2LA.

It is the responsibility of all stakeholders to perform their work to the best of their ability. This commitment promotes efficiency and is an essential element of operating an organization in a quality, cost-effective manner.

All A2LA stakeholders are responsible to their fellow employees, directors, committee/council members and assessors/contractors—the people who work for it throughout the world. The dignity of individuals must be appropriately respected. Each person must be recognized for his or her merit. All of those employed or contracted by A2LA must have a sense of security in their jobs. Compensation must be fair and adequate and working conditions at A2LA Headquarters must be clean, orderly and safe. A2LA must be mindful of ways to help its employees, in particular, fulfill their family responsibilities. Everyone must feel free to make suggestions and complaints. There must be equal opportunity for employment, development and advancement for those qualified. A2LA must provide competent management and its actions must be just and ethical.

At A2LA, everyone should feel comfortable to speak their minds. Management has the responsibility to encourage an open environment for their employees and contractors. All deserve to work in an environment where they are treated with dignity and respect. A2LA is committed to creating this environment because it brings out the full potential in each individual, which
ultimately contributes directly to the success of our organization. A2LA has an established an Impartiality Policy to manage conflict of interest, ensure objectivity of our accreditation activities, and safeguard impartiality (see Section 3 of this document), an Anti-Fraud Policy (see Section 5 of this document), and a Whistleblower Policy (see Section 7 of this document), which enable any stakeholder to report allegations of known or suspected improper activities (as defined in these policies) to A2LA without fear of retaliation.

A2LA is responsible to the community in which it lives and works and to the world community as well. A2LA must be good citizens. A2LA must encourage civic improvements and better health and education. A2LA must maintain in good order the property it is privileged to use, protecting the environment and natural resources.

Its final responsibility is to its members who believe in, and contribute to, the public purpose of A2LA. Ensuring the continued effectiveness of its public purpose requires careful use of all resources made available to A2LA.
Terms and Definitions

**Conflict of Interest:** condition or circumstance wherein a person is unable or is potentially unable to render impartial services, assistance, advice, assessment, evaluation or decision for A2LA because of other activities or relationships with other persons, or wherein a person has or may be able to obtain an unfair competitive advantage. (NOTE: Assessors should pay particular attention to Section 1.5 of the A2LA Assessor Contract).

**Impartiality:** is defined in ISO/IEC 17011 clause 3.10 as the “presence of objectivity” and notes objectivity as “that conflicts of interest do not exist, or are resolved so as not to adversely influence subsequent activities of the accreditation body”.

Wherever the term “conflict of interest” is used in this document it is meant to also convey lack of impartiality.
SECTION 1: EMPLOYEE
PROFESSIONAL PRACTICE GUIDELINES

Scope:

This Section applies to the following stakeholders, performing functions on behalf of A2LA:

- All paid A2LA employees (whether full-time, part-time or temporary)

Professional Practice Guidelines:

A2LA is an organization where personal and professional integrity is of utmost importance. All employees are expected to behave in accordance with the principles of this document and the A2LA Employee Handbook (A201), to accomplish work in a professional and business-like manner and to be courteous in dealings with all other employees, clients, volunteers, and business associates at all times.

Management is committed to demonstrating the importance of this Code verbally and through their actions. In any organization, ethical behavior does not simply happen; it is the product of clear and direct communication of behavioral expectations, modeled from the top and demonstrated by example. Our commitment and actions set the tone and develop the culture.

To encourage adherence to and understanding of the Code, managers are responsible for promptly addressing ethical questions and concerns raised by employees and for taking the appropriate steps to deal with such issues (as described in subsequent sections of this document). Managers should not consider these questions or comments as threats or challenges to their authority, but rather as another encouraged form of communication in the workplace. Ethics dialogue should become a natural part of the workplace at A2LA.

The A2LA Employee Handbook (A201) identifies the general requirements imposed by law or prudent business principles and sets certain standards of employee conduct. Below are additional professional practice guidelines to which all A2LA employees are expected to adhere. Both A201 and Section 1 of this document apply to paid A2LA employees. Although these documents do not cover every conceivable subject, employees should apply their underlying principles, using good judgment in all of their activities. When in doubt as to how a particular section may apply, employees should consult with their supervisor and/or an appropriate member of the Executive Management team.

A. Relationships with Government

Government may have a substantial impact on the goals, strategies and operations of A2LA. It is A2LA’s policy to develop and maintain good relationships and effective communication with all levels of government. However, contacts with government officials must never be conducted in a way that would be in violation of applicable laws and regulations or that could cast doubts on A2LA’s integrity.
Working relationships with legislators and government administrative employees for the purpose of legitimately influencing the formulation of law or regulations will be conducted according to the highest ethical standards and in the framework of mutual respect and arm’s length dealing. Employees responsible for formulating or presenting A2LA’s positions on public issues are expected to take into account any special concerns of A2LA and to balance them with the public interest. A2LA shall conform to all lobbying or representation requirements and rules of a 501c3 organization.

Employees may properly serve in consulting or advisory positions to governmental bodies where their expertise will contribute to government effectiveness. In such circumstances or in the case of an employee who chooses to enter government service (either elective or appointed), an arm’s length relationship between A2LA and the employee or former employee will be maintained. In addition, all parties should be alert to possible conflicts of interest.

Anyone working on government programs will inevitably meet government employees. There will be occasions when it would be natural to join with one or more of them for lunch, dinner, an athletic event or some other form of entertainment. This is not unethical; however, A2LA employees must remember that government employees are expected to pay their own way. It is unlawful for any officer or employee of the United States Government:

- To participate in a matter involving any firm with whom the individual is in negotiation or has an arrangement concerning future employment; and
- To represent A2LA after government employment in connection with any matter in which the individual participated personally and substantially while a government employee.

A2LA believes that all employees have an obligation to apply the same high standards of business and personal ethics in relations with representatives of foreign governments that are practiced in the United States. Even though governmental philosophies, customs and standards of conduct vary, honesty, integrity and fairness must always serve as the foundation of A2LA’s dealings internationally.

In countries with a less stringent code of conduct than that which A2LA customarily follows, employees should continue to follow the more stringent code of conduct, subject to reasonable professional judgment.

In specific situations, employees should seek guidance in advance if possible.

B. Competing in the Field

Every employee has some responsibility for marketing A2LA services. The following principles shall be followed:
• Promotional materials related to A2LA shall be accurate, objective, and presented with high ethical standards;

• Confidential information regarding competing organizations shall not be used in an effort to gain a marketing advantage with clients;

• The spread of known false or misleading information about A2LA’s competitors is forbidden.

Employees are expected to adhere to these marketing principles when dealing with clients either on the phone, during assessments, during public appearances or during any other exchange with individuals outside A2LA.

There are a number of accreditation bodies in the U.S. that are considered competing organizations to A2LA. In dealing with these competing organizations, A2LA is committed to conducting business in the highest professional manner at all times.

When there is a need to discuss sensitive information about other companies or competitors, employees shall present the information in the proper context and make it available only to other individuals who work for or represent A2LA and who have a genuine need to know. If at all possible, the identity of the companies or individuals shall not be disclosed.

Proprietary information about competing organizations obtained during peer evaluations shall be maintained in confidence and shall never be publicly disclosed unless directed to do so in writing by the competing organization.

A2LA shall adhere to all competition laws intended to promote the free enterprise system by eliminating artificial restraints on competition. Careful adherence to the following four principles should allow employees to avoid the most common anti-competitive problems:

• Avoid all unnecessary formal and informal contact with competitors, their officers or employees that may lead to unlawful understandings or the appearance of unlawful understandings, such as fixing fees, dividing customers or territories, or restricting sales.

• Avoid forcing clients to buy unwanted services.

• Avoid any effort to unnecessarily restrict a client’s own marketing activities.

• Avoid attempting to control any market by use of unfair practices.

C. Political Contributions and Activities

In accordance with federal law, A2LA shall not make any direct or indirect contribution of funds or other property of A2LA in connection with the election of any candidate for public or political office or any political party.
No employee can be directed, urged or forced to contribute to any specific political party, organization, cause or candidate.

A2LA funds may be made available to non-partisan activities but only with the express approval of the President/CEO and Board of Directors.

Employees may not use A2LA time on premises to solicit contributions for any specific political party, organization, cause or candidate. Employees may however participate personally in the political process, and contribute voluntarily to candidates or parties of their choice either directly or indirectly on their personal time. No employee in any position may use any influence to persuade another employee to make political contributions or to work for candidates, political organizations or issues. Moreover, no employee shall be compensated or reimbursed for any personal political contribution. No employee shall be favored or penalized in his or her employment because of making or failing to make a political contribution or engaging in any legal political activity, unless such activity interferes with their employment with A2LA.

D. Corporate Image

A2LA’s reputation and identity are among the association’s most valuable assets. As part of maintaining and improving the corporate image nationally and internationally, A2LA believes in conducting business legally and ethically, and in sharing its success. In the course of conducting business, A2LA employees have an obligation to avoid deliberate misrepresentations. All personnel, particularly those in management, are expected to conduct themselves in a manner that reflects positively on the Association’s image and identity, both internally and externally. No one should act in a way that adversely affects the reputation or image of A2LA with employees, customers, stakeholders, or the community at large.

E. Community Participation and Public Service

A2LA strives to be a good corporate citizen in every community where it conducts business and shall comply with all applicable laws and regulations.

A2LA encourages employees to be active in the civic life of their communities. However, employee participation in volunteer organizations is a personal matter and left to their discretion. A2LA shall not advocate participation in any volunteer activity nor use participation or lack thereof as a basis for any workplace decisions.

F. Inside Information

Trading in securities on the basis of or while in possession of material, non-public information is strictly prohibited under the US security laws. Likewise, providing material non-public information so that a third party may trade in securities is prohibited. The term, “providing material non-public information” generally means any information which (1) is not yet publicly available and (2) would be considered significant by persons who are
deciding whether to purchase or sell a particular security. Generally, information is no longer considered “non-public” only after it has been publicly available for a sufficient time (at least 72 hours) to allow investors to react to the information.

G. Charity

A2LA believes charitable contributions are a deeply personal matter. Decisions involving charitable contributions should be made privately and never have an impact on an employee’s standing in the company. However, A2LA in appropriate circumstances will participate in charitable activities in support of the community. Employees are not prohibited from soliciting other employees for charitable contributions and fund-raising events as long as it does not cause a disruption in the work environment. Employees should never feel harassed or intimidated by such activities, and supervisory personnel should carefully consider if solicitation of subordinates may be perceived by any subordinate as affecting unfairly the subordinate’s standing in the company (i.e., evaluation, promotion, workload, etc.).

H. Outside Employment/Directorships (“Moonlighting”)

It is in the Association’s best interests that all employees devote their energies to their work for A2LA. Although A2LA encourages employees to engage in activities in their communities and in furtherance of their careers, professional or other outside employment while an employee of A2LA could interfere with their ability to fulfill their professional responsibilities and may jeopardize their performance. Accordingly, prior to undertaking any outside employment activity, employees must discuss the activity with their supervisor.

Serving as a director or trustee of a non-profit/charitable organization is permitted, although employees should be sensitive to potential conflicts of interest or accepting a position that may compromise A2LA’s independence. Approval by the President/CEO is required prior to accepting a directorship (or any similar position) with any organization.
SECTION 2: SUBSTANCE ABUSE POLICY

Scope:

This policy applies to the following stakeholders, performing functions on behalf of A2LA:

- All A2LA employees (whether full-time, part-time or temporary)
- Board of Directors
- Assessors/contractors
- Committee/council members

This policy applies at all locations tied to business, including, but not limited to: A2LA premises, Conformity Assessment Body (CAB) locations, travel to and from CAB locations, A2LA hosted events, and events attended on behalf of A2LA. “Workplace” and “work time” and similar references to “work” mean any location and time in which work is being conducted on A2LA’s behalf. This policy provides guidelines pertaining to drug and alcohol abuse during the normal course of employment or work performed on behalf of A2LA.

Policy:

A2LA is committed to protecting the safety, health and wellbeing of all employees and other individuals in our workplace. We recognize that alcohol abuse and drug use pose a significant threat to our goals. We have adopted a substance abuse policy that balances respect for individuals with the need to maintain an alcohol and drug free workplace.

In all of its facilities and at any location where A2LA work is performed, A2LA strictly prohibits the unlawful manufacture, distribution, dispensing, possession or use of illegal drugs by any employee or individual who conducts business for A2LA, as well as the use of alcohol to the extent that an individual’s performance and/or conduct is affected. Anyone found violating this policy will be subject to corrective action as determined by A2LA.

If any employee is experiencing problems with drugs or alcohol, he/she may contact the Association’s Employee Assistance Program (EAP). The EAP provides confidential assistance and can help in obtaining counseling for any problem. Other non-A2LA employees working in some capacity for A2LA should contact the A2LA Human Resources Office for assistance.
SECTION 3 – DUTY OF LOYALTY, AND IMPARTIALITY POLICIES

Scope:

These policies apply to the following stakeholders, performing functions on behalf of A2LA:

- All A2LA employees (whether full-time, part-time or temporary)
- Board of Directors
- Assessors/contractors
- Committee/council members

Duty of Loyalty Policy:

All A2LA staff, assessors/contractors, directors and committee/council members must act in the interest of A2LA at all times and are required to perform all activities under common ‘Duty of Loyalty’ expectations. ‘Duty of Loyalty’ is based on, but not limited to, excluding both actions and omissions that may injure or compromise past, current and future status of the organization.

Impartiality Policy:

Since its inception, A2LA has had a policy that actual or apparent conflicts of interest must be avoided as mandated by normal business ethics.

Consistent with the principles set forth in national and international standards, it is required that A2LA’s services be impartial and objective, free from any undue commercial, financial and other pressures that could compromise impartiality, and uninfluenced by the private interests of individuals acting for or on behalf of A2LA. Relationships or activities are to be avoided if they might impair, or even appear to impair, the ability to make objective and fair decisions in the performance of functions on behalf of A2LA. Any person directly involved in actions relating to the A2LA processes of accreditation shall not have direct participation in A2LA actions that may involve an actual or apparent conflict of interest.

Some examples of improper actions or conflicts of interest under this policy are:

- Showing favoritism or partiality towards any applicant;
- Concealing previous employment with an applicant;
- Taking money or other gifts from any person to influence the outcome of an assessment, either positively or negatively;
- Making promises to an applicant that cannot be fulfilled;
- Making compliance findings contingent upon receipt of future consulting work;
• Specifically referring to the names of organizations when discussing other assessment experiences with the organization being assessed;

• Attempting to hire or recruit staff from organizations an assessor has assessed;

• Concealing financial interest in an applicant organization; and

• Promoting other ventures of the assessor (e.g., training or software) in a manner creating the appearance of a conflict of interest.

It is important to avoid situations where individuals acting on behalf of A2LA (or their immediate family members) have an interest in any business or property or an obligation to any person that could affect, or appear to affect, their judgment in fulfilling their responsibilities to A2LA. If an individual is placed in a position where such personal or financial interests (or those of an immediate family member) conflict with those of A2LA, they should discuss the facts of the situation with A2LA management. Special care should be taken not to disclose sensitive information to family members who work in organizations with a relationship with A2LA.

If any A2LA staff, contractor/assessor, committee/council member, or director is asked to undertake any A2LA activity which is or could be interpreted to create a conflict of interest, the person is obliged by this policy to divulge the potential conflict of interest to the appropriate party (e.g., direct supervisor, member of Executive Management, the Chair of the Board of Directors and/or the Board Ethics Officer). Any A2LA staff, assessor/contractor, committee/council member, or director who undertakes any A2LA activity when an actual or potential conflict of interest exists that was not declared in advance, is in violation of this policy. With the exception of A2LA staff, all other personnel referenced within this policy are permitted to be involved with other accreditation bodies with appropriate prior notification to A2LA.

When there is any doubt, potential conflict of interests shall be identified and declared to the appropriate party (e.g. direct supervisor, member of Executive Management, Chair of the Board of Directors and/or Ethics Officer). A2LA Assessors shall disclose any/all potential conflicts of interest on an annual basis, usually during contract renewal, as well as on an on-going basis if a potential COI arises. These COIs are captured in the A2LA database and are reviewed by the A2LA Senior Director Accreditation Services on a regular basis. These individuals shall, as promptly as possible, employ all possible means to prevent or overcome any such actions that may conceivably be in violation of this policy.
SECTION 4: CONFIDENTIALITY AND INTELLECTUAL PROPERTY POLICIES

Scope:

These policies apply to the following stakeholders, performing functions on behalf of A2LA:

- All A2LA employees (whether full-time, part-time or temporary)
- Board of Directors
- Assessors/contractors
- Committee/council members

Confidentiality Policy:

Most of the information maintained by A2LA is considered proprietary and confidential. This information includes but is not limited to all technical, financial, personnel, client and business information that is sensitive, confidential, private or classified. Protecting this information is vital to A2LA’s success and is the responsibility of all employees.

Employees shall respect the value of this proprietary information by maintaining strict confidentiality and not divulging any information to anyone who should not know. A2LA will not disclose confidential and nonpublic information without valid business or legal purpose and proper authorization.

All information provided by applicants in connection with a request for an application package, an application for accreditation, an assessment or proficiency testing is confidential. Such information is examined by a small group of A2LA staff, assessors, Accreditation Council members and external bodies as needed for recognition of the program. These groups must treat this information with utmost confidentiality. Such information shall not be released unless the applicant provides A2LA permission in writing to do so.

Any information, discussions, and written documents generated by any A2LA council, committee or other governing body are considered A2LA intellectual property and are confidential.

Documents necessary to convey information about accredited laboratories and their scopes of accreditation are not confidential.

Disclosure of confidential information is prohibited, except as authorized by the A2LA President or President’s designee and/or allowed for under the 2016 Defend Trade Secrets Act (DTSA) (see below).

If in doubt as to whether information should be divulged, err in favor of not divulging information and discuss the situation with a person in authority at A2LA. Examples of other ways to protect A2LA’s proprietary information include:
• Placing sensitive documents, including client and personnel files, in a secure location;

• Not disclosing computer, website and e-mail passwords to other individuals;

• Obtaining written permission from an applicant or accredited organization before providing interested parties with non-public information related to that applicant or accredited organization;

• During assessments, not discussing situations that have occurred during assessments of other organizations;

• Not using confidential information obtained during or through employment with A2LA to further current or future outside employment or activities or for obtaining personal gain or profit.

A2LA reserves the right to avail itself of all legal or equitable remedies to prevent impermissible use of confidential information or to recover damages incurred as a result of the impermissible use of confidential information.

**Intellectual Property Policy:**

Violation of copyright law is theft of intellectual material. Unless otherwise specified, any intellectual materials created by A2LA, including information, discussions or written documents generated by any A2LA employee, council, board or technical advisory committee, become the property of A2LA. Permission to use or copy A2LA intellectual property must be received in advance of such activity. Facilitating any violation of A2LA copyright or this A2LA Policy by, for example, distribution to competitors is strictly prohibited.

Likewise, making illegal copies of others’ intellectual property for A2LA use is not condoned. The safest course of action is to assume that all intellectual property is covered by copyright law and any reproduction is illegal unless permission has been explicitly given to do so by the owner/creator of the property. While there is a fair use doctrine that may apply to instances of reproduction for critical and/or educational use, it is very limited, and individuals should familiarize themselves with the doctrine before using copyrighted materials. More information is provided at the United States Copyright Office WEB site, [http://www.loc.gov/copyright](http://www.loc.gov/copyright).

**Defend Trade Secrets Act (DTSA)**

Under the DTSA, an individual will not be held criminally or civilly liable for the disclosure of a trade secret or other confidential information that is made:

1. To a government official, either directly or indirectly, or to an attorney solely for the purpose of reporting or investigating a suspected violation of law; or
2. In a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.”
Additionally, an individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret or confidential information to the attorney of the individual and use the trade secret/confidential information in the court proceeding, if the individual:

(1) Files any document containing the trade secret/confidential information under seal*; and
(2) Does not disclose the trade secret/confidential information, except pursuant to court order.

* “Under seal” is a procedure allowing sensitive or confidential information to be filed with a court without becoming a matter of public record.
SECTION 5: ANTI-FRAUD POLICY

Scope

This policy applies to the following stakeholders, performing functions on behalf of A2LA:

- All A2LA employees (whether full-time, part-time or temporary)
- Board of Directors
- Assessors/contractors
- Committee/council members

Introduction

Any fraud in A2LA’s operations has the potential to deplete funds and other resources intended for supporting A2LA’s mission. Thus, fraud can undermine A2LA’s effective functioning and divert valuable resources from its mission. Moreover, fraudulent and corrupt behavior can seriously damage A2LA’s reputation and diminish trust in our ability to deliver services in an accountable and transparent manner.

All A2LA personnel are stewards of the resources entrusted to the Association and are accountable for their proper, effective and efficient use for achieving the intended outcomes of A2LA’s programs and projects.

A2LA is committed to preventing, identifying and addressing all acts of fraud against A2LA, whether committed by staff members, contractors, volunteers or other third parties. A2LA has zero tolerance for fraud, meaning that all incidents of fraud are to be reported and will be investigated in accordance with established investigation guidelines (see Section 7 of this document). To this effect, A2LA is committed to raising awareness of fraud risks, implementing controls aimed at preventing fraud, and establishing and maintaining procedures applicable to the detection of fraud and the enforcement of this Policy.

Definition of Fraud

The definition of fraud varies among countries and jurisdictions. In simple terms, fraud is any act or omission that intentionally misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation. In this Policy, fraud is defined in a broader sense and includes, but is not limited to, theft, embezzlement, forgery and corrupt practices. Corrupt practices are generally understood as the offering, giving, receiving, or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party.

Examples of fraud include (but are not limited to) the following:

- Forging documents, preparing false entries in A2LA systems or making false statements to obtain a financial or other benefit to which a person is not entitled;
- Offering or receiving something of value to improperly influence a process;
Asking for or receiving money or other compensation for providing information;
Asking for or receiving personal reward or other private gain in return for showing favor to an applicant in the accreditation process;
The misuse or theft of a password for the unauthorized access to IT systems;
Collusion or other anti-competitive schemes during a tender or contract process;
Stealing or misappropriating A2LA assets.

Fraud Prevention Measures

To ensure that managers and staff members are aware of their responsibilities regarding the prevention of fraud and corruption, a plan for communication, dissemination and awareness-building of this Policy is critical to ensure its integration into A2LA’s processes and procedures. In this regard, business units and departments should reiterate the duty of all staff members to report acts of fraud and other corruption. Fraud communication and awareness programs may involve:

- References to the anti-fraud policy in public information material, online resources, information and guidelines available through A2LA’s webpage;
- Training and education components on how to comply with the Policy.

Managers (in consultation with other staff members and representatives of the Association, as appropriate) should identify and assess the risk of fraud in their program or project areas on an ongoing basis. Ideally this is performed annually, with responsibility for leading the assessment rotated among managers at the Executive Management level. An assessment of fraud risks should include systematically identifying areas most susceptible to potential fraud and developing appropriate strategies to mitigate them, such as internal controls, assurance procedures, program checks and transparency measures.

Where managers identify and assess the risk of fraud within the routine risk assessment process, they are responsible for developing appropriate measures to minimize the risk of it occurring through the application of controls.

Identification of actual or potential conflicts of interest is an important aspect of fraud risk assessment. Consult Section 3 of this document for more information on conflicts of interest.

Roles and Responsibilities

All A2LA staff members, contractors and volunteers have critical roles and responsibilities in ensuring that fraud is prevented, detected and dealt with promptly. They should not only safeguard A2LA resources but also protect its reputation. Working together, they contribute to a coherent and complementary framework for effectively enforcing their obligations and cultivating an organizational culture that does not tolerate fraud, malfeasance and other forms of corruption.

Accordingly, the following parties are accountable for the following activities:
All A2LA managers should act as role models and are required to take active steps to prevent and detect fraud, misappropriation and other irregularities through compliance with relevant corporate policies and procedures. They are expected to implement appropriate controls to prevent fraud, in particular by:

- Regularly communicating with staff the message of honesty and integrity that underlies this Anti-Fraud Policy;
- Identifying the potential fraud risks to which their assets, programs, activities, and interests are exposed;
- Assessing the identified risk, selecting risk-avoidance options, designing and implementing cost-effective prevention, mitigation and control measures;
- Establishing/implementing measures to prevent the occurrence/recurrence of fraud, such as through training sessions on business ethics and related laws and regulations;
- Notifying all directly or indirectly interested parties (including external parties such as customers) of this Anti-Fraud Policy and the obligation of our employees, contractors and volunteers to comply with it; and
- Performing customary background checks (as appropriate) for individuals being considered for employment or for promotion to positions of trust.

Managers who fail to take appropriate action or who tolerate or condone fraudulent activity will be held accountable.

Each staff member, consultant and volunteer must realize that fraud, whatever its extent and form, is contrary to A2LA’s expected standards of conduct and must be reported. Fraud constitutes serious misconduct for which a staff member may be summarily dismissed. Other individuals may also be terminated from their position or association with A2LA where involvement in fraud is established. In addition, the evidence may be referred to appropriate external authorities for criminal prosecution of those involved.
SECTION 6: POLICY FOR REPORTING AND INVESTIGATING VIOLATIONS OF THE CODE OF CONDUCT

Scope:

This policy applies to the following stakeholders, performing functions on behalf of A2LA:

- All A2LA employees (whether full-time, part-time or temporary)
- Board of Directors
- Assessors/contractors
- Council/committee members

Reporting a Concern:

All stakeholders have the obligation to report information pointing to any violation of this Code involving A2LA staff members, assessors/contractors, directors and/or committee/council members or affecting A2LA’s funds, assets and/or reputation. Other persons having such information are strongly encouraged to report these incidences. If any person is in doubt about the seriousness of their concern, advice and guidance may be sought from the resources below.

- **Reports from Employees** -

  Employees should first discuss their concern with their immediate supervisor or the next level of management (either in person, by phone or by email) until the matter is satisfactorily resolved. If at any time the employee becomes uncomfortable speaking with any supervisor or manager, the individual should report the concern directly to the Board Ethics Officer (see contact information below).

- **Reports from Directors, Assessors/Contractors and Committee/Council Members** -

  Directors, assessors/contractors and committee/council members should report their concern to the President/CEO or a member of the Executive Management team (either in person, by phone or by email). If the director, assessor/contractor or committee/council member is not comfortable reporting to any of these individuals, or if the person does not believe the issue is being properly addressed by these individuals, the director, assessor/contractor or committee/council member may report directly to the Board Ethics Officer (see contact information below).

- **Reports from Other Individuals** -

  Any individual having information that may point to a violation of this Code is encouraged to submit a report. Such a report may be made anonymously and by a variety of mechanisms, as outlined below.
The online complaint reporting system may be utilized, particularly if an individual wishes to remain anonymous. Concerns reported in this manner are automatically sent to the A2LA Quality Manager and members of IT. The online complaint reporting system may be accessed at:

https://www.a2la.org/form/lodging-a-complaint

The A2LA Board Ethics Officer may be contacted directly via a dedicated email address that is not accessible by anyone else. The Board Ethics Officer may be contacted at:

EthicsOfficer@A2LA.org

Content of a Violation Report:

In order for investigations to be successful, claims of violations of this Code should be as specific as possible. To the extent possible, they should include details such as:

- The type of alleged violation/wrongdoing;
- Where and when these events occurred;
- Who is involved and who has knowledge about the matters being reported;
- How the individual(s) committed the alleged violation/wrongdoing; and
- Why the matter is being reported.

Further, information or evidence (for example, documentation) that are important for a proper assessment should be included with the report or sent as soon as possible after the report is submitted.

Investigation:

A2LA will investigate all reports filed in accordance with this policy with due care and promptness. Matters reported internally without initial resolution will be investigated by the President/CEO or a member of Executive Management of A2LA to determine if the allegations are true, whether the issue is material and what actions, if any, are necessary to redress the issue and prevent its recurrence.

In addition, A2LA may undertake proactive investigations in high risk areas that are susceptible to fraud and corruption, in particular. A2LA will often request further information to enable a proper assessment, which typically includes the collection and review of all relevant documents, interviews of people who can provide information, and an interview with those alleged to be involved in the violation/wrongdoing. As appropriate, A2LA also coordinates and cooperates with other investigation and law enforcement authorities, as appropriate, to ensure an effective investigation of the concern.

For matters reported directly to the Ethics Officer, the Ethics Officer shall put the concern in writing and immediately notify the Board Executive Committee of any such report. The Ethics Officer will notify the reporting person (if not anonymous) and acknowledge receipt of the concern within five business days, if possible. All reports will be promptly investigated by the
Executive Committee to determine if the allegations are true and whether the issue is material and what, if any, corrective action will be recommended to A2LA, if warranted by the investigation. In addition, action taken must include a conclusion and/or follow up with the reporting person (if not anonymous) for complete closure of the concern. The Ethics Officer will maintain a log of reports submitted pursuant to this policy, which will track their receipt, investigation, if any, and resolution. The Board of Directors has the authority to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the allegations, which costs shall be borne by A2LA.

All investigations are undertaken by A2LA on a confidential basis to the extent possible within the legitimate needs of the investigation, and investigation participants (witnesses and subjects) are reminded of the need for confidentiality in the course of the investigation. The report of a concern will be treated confidentially unless disclosure is required or deemed advisable by A2LA in connection with any actual or potential governmental investigation or unless advised by A2LA’s outside legal counsel that disclosure would be in the interest of A2LA. Disclosure of information relating to an investigation of concerns to individuals not involved in the investigation will be viewed as a serious disciplinary offense and, with respect to employees, may result in discipline, up to and including termination of employment. Directors and committee/council members may be removed from office or the relevant committee(s)/council(s), as appropriate, and assessors/contractors may have their contract terminated. Depending on the circumstances, such conduct may also give rise to other actions, including civil or criminal lawsuits.

Whistleblower Policy

A2LA has a policy for protection against retaliation (see Section 7 of this Code). The objective of this Whistleblower Policy is to enable A2LA to identify and prevent violations of this Code and other corrupt practices as well as to function in a transparent and accountable manner. It accomplishes this objective by affording protection for those who report concerns, violations or other corrupt practices, or who cooperate with a duly authorized audit or investigation.

As indicated above, individuals wishing to protect their identity may report concerns anonymously. However, it can be more difficult to assess and investigate anonymous allegations. Therefore, individuals wishing to make a report are encouraged to provide their contact details. A2LA will treat information received sensitively and will limit disclosure of identifying information of the reporting individual to the maximum degree possible. This can be discussed on a case-specific basis with A2LA at the time of reporting.

Action Based on Investigations

An investigation of any violation of this Code may result in one or more of the following outcomes:

- A recommendation for consideration of disciplinary action against the individual(s) involved;

L:\Association Documents\A132 – A2LA Code of Conduct
 A referral to the appropriate law enforcement or prosecutorial agency for criminal investigation;
 Recovery of funds and assets;
 Cancellation of contracts (such as those with an A2LA assessor) or removal of an individual from a volunteer position within A2LA (such as committee/council members and Board of Directors).

**Reporting to the Board of Directors:**

Reporting is an important element in communication and awareness of A2LA’s Code of Conduct, as well as deterrence against violations. As appropriate, the A2LA Board of Directors Executive Committee will be informed by the A2LA President/CEO or member of Executive Management of any serious violations of this Code, particularly instances of fraud or corrupt behavior, as well as any disciplinary measures taken as a result. The A2LA President/CEO or member of Executive Management will issue a full report of all matters raised specifically under the Whistleblower Policy to the Board Ethics Officer. The Board Executive Committee may conduct a further investigation upon receiving any report of violations or concerns from A2LA management.

Copies of reports of concerns, the logs of reports maintained in accordance with this policy, and any documents pertaining to the resolution or investigation of the reports submitted by reporting persons will be held electronically in a secure location with access limited to Executive Management, Quality Manager, and Board Ethics Officer to the extent appropriate in all circumstances.
SECTION 7: WHISTEBLOWER POLICY

Scope
This policy applies to the following stakeholders, performing functions on behalf of A2LA:

- All A2LA employees (whether full-time, part-time or temporary)
- Board of Directors
- Assessors/contractors
- Council/committee members

The A2LA Code of Conduct is the document that reinforces the requirement for employees, assessors/contractors, directors and committee/council members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees, assessors/contractors, directors and committee/council members must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

Introduction
Since the enactment of the Sarbanes-Oxley Act of 2002 (SOX), publicly traded companies have begun to focus on protecting whistleblowers and providing mechanisms for employees to raise concerns. Nonprofits have also been subject to increasing scrutiny due to allegations of excessive compensation, self-dealing, and ineffective governance. Many of these problems came to light from whistleblower disclosures. The U.S. Senate Panel on the Nonprofit Sector prepared recommendations modeled on SOX. The final report addresses whistleblower protections and recommends that nonprofits voluntarily comply with the whistleblower provisions of SOX.

Protecting whistleblowers is an essential component of an ethical and open work environment. Whistleblower protection should not be viewed only as a prophylactic mechanism designed to avoid lawsuits. Instead, protecting whistleblowers from retaliation and encouraging constructive whistleblowing benefits nonprofits by increasing transparency and by giving management the opportunity to learn early on of unethical or unlawful practices directly from their employees, directors or committee members rather than from the media, law enforcement, or a regulatory agency. In addition, effective whistleblower protection helps foster a work environment in which all employees, directors and committee members are held accountable, thereby improving performance and empowering them.

A2LA is committed to lawful and ethical behavior in all of its activities and requires employees, directors and committee members to act in accordance with all applicable laws, regulations and policies and to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

Policy
This Whistleblower Policy is intended to encourage and enable directors, committee members, assessors/consultants and employees to raise serious concerns within A2LA for investigation and appropriate action. With this goal in mind, no director, committee/council member, assessor/contractor or employee who, in good faith, reports a concern shall be threatened, discriminated against or otherwise subject to retaliation or, in the case of an employee, adverse employment consequences as a result of such report. Moreover, a director, committee/council member, assessor/contractor or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the director or committee/council position or termination of contract or employment.

Anyone reporting a concern must be acting in good faith and have reasonable grounds for believing the information disclosed reflects a true violation. An employee, director, assessor/contractor or committee/council member who files a report of a concern on the basis of evidence which they know to be false or without a reasonable belief in the truth and accuracy of such evidence will not be protected by this Policy and may be subject to disciplinary action and legal claims.
SECTION 8: EMPLOYEE AGREEMENT

I have read and concur with A2LA’s Code of Conduct (Sections 1-7). I understand that I must comply with the expectations outlined within these Sections of the Code in performing my duties and activities on behalf of A2LA, and that failure to do so may result in disciplinary action or termination.

In addition, (please initial one):

_______ As of the date this form was signed, I do not have any actual or potential conflicts of interest as defined in this Code. If any actual or potential conflict(s) of interest arise after signing this form, I agree to divulge them immediately to the appropriate party (e.g. direct supervisor, member of A2LA Executive Management, or the Chair of the A2LA Board of Directors and/or the Board Ethics Officer).

_______ As of the date this form was signed, the following actual or potential conflict(s) of interest exist and are detailed below (attached separate pages as necessary). If other actual or potential conflict(s) of interest arise after completing this form, I agree to divulge them immediately to the appropriate party (e.g. direct supervisor, a member of A2LA Executive Management, or the Chair of the A2LA Board of Directors and/or the Board Ethics Officer).

____________________________________________________________________________
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____________________________________________________________________________
____________________________________________________________________________

Employee Printed name: __________________________________________
Employee Signature: _____________________________________________
Date: __________________________________________________________
SECTION 9 – ASSESSOR, CONTRACTOR, COMMITTEE/COUNCIL MEMBER AGREEMENT

I have read and concur with A2LA’s Code of Conduct (Sections 2-7). I understand that I must comply with the expectations outlined within these Sections of the Code in performing my duties and activities on behalf of A2LA, and that failure to do so may result in disciplinary action, contract termination and/or removal from all A2LA committee(s)/council(s) on which I serve.

In addition, (please initial one):

_______ As of the date this form was signed, I do not have any actual or potential conflicts of interest as defined in this Code. If any actual or potential conflict(s) of interest arise after signing this form, I agree to divulge them immediately to the appropriate party (e.g. member of A2LA Executive Management, or the Chair of the A2LA Board of Directors and/or the Board Ethics Officer).

_______ As of the date this form was signed, the following actual or potential conflict(s) of interest exist and are detailed below (attached separate pages as necessary). If other actual or potential conflict(s) of interest arise after completing this form, I agree to divulge them immediately to the appropriate party (e.g. member of A2LA Executive Management, A2LA or the Chair of the A2LA Board of Directors and/or the Board Ethics Officer)

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____________________________________________________________________________

Printed name: _____________________________________________________

Signature: _______________________________________________________

Date: ____________________________________________________________
SECTION 10: BOARD OF DIRECTORS AGREEMENT

I have read and concur with A2LA’s Code of Conduct (Sections 2-7). I understand that I must comply with the expectations outlined within these Sections of the Code in performing my duties and activities on behalf of A2LA, and that failure to do so may result in my removal from the A2LA Board of Directors (and any other A2LA committee(s)/council(s) on which I serve) and termination of any contracts with A2LA.

Printed name: _____________________________________________________
Signature: _________________________________________________________
Date: ____________________________________________________________

(NOTE: A2LA Directors are also required to complete A506 – Board Process for Disclosure, Identification and Resolution of Conflicts of Interest.)
## DOCUMENT REVISION HISTORY

<table>
<thead>
<tr>
<th>DATE</th>
<th>DESCRIPTIONS</th>
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<tbody>
<tr>
<td>11/8/16</td>
<td>- Revised Section 4 to include the new DTSA.</td>
</tr>
<tr>
<td></td>
<td>- Changed references to the Audit &amp; Ethics Committee Chair to the Board Ethics Officer.</td>
</tr>
<tr>
<td></td>
<td>- Changed references to the Audit &amp; Ethics Committee to the Board Executive Committee.</td>
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<tr>
<td></td>
<td>- Changed the email address for the Ethics Officer to reflect that title.</td>
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<tr>
<td>04/20/18</td>
<td>- Number change from A503.</td>
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<tr>
<td></td>
<td>- Added definition for impartiality.</td>
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<tr>
<td></td>
<td>- Added note that lack of impartiality also includes conflict of interest.</td>
</tr>
<tr>
<td></td>
<td>- Changed conflict of interest policy to impartiality policy.</td>
</tr>
<tr>
<td></td>
<td>- Removed all references to Vice President/COO and added Executive Management team.</td>
</tr>
<tr>
<td></td>
<td>- Changed Director of Quality to Quality Manager.</td>
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<td></td>
<td>- Changed Director of IT to members of IT.</td>
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