

## **Consultant Orientation to UT-Battelle Code of Ethics and Business Conduct (10-00)**

It is the policy of UT-Battelle that its acquisition and retention of business be conducted in accordance with the highest standards of honesty and integrity. Sales of its products and services must be free from even a perception that favorable treatment was sought or received, or that questionable activities were engaged in or condoned. Purchases of supplies, materials, and services from suppliers, vendors, and subcontractors must be conducted with the same high standards. Severe criminal and civil penalties may be imposed on UT-Battelle and the individuals involved for violation of laws, federal and state, that affect the conduct of our business.

UT-Battelle's policies and procedures are designed to ensure compliance by all employees with applicable laws and regulations. These policies and procedures are embodied in the UT-Battelle *Code of Ethics and Business Conduct*, "*Setting the Standard*." As a consultant to UT-Battelle, even though you are an independent contractor, your performance of services may involve acts on your part which may be attributable to UT-Battelle and for which UT-Battelle would be held liable. For that reason, it is necessary that you be made aware of and understand UT-Battelle's policies and procedures as they relate to your performance.

The UT-Battelle *Setting the Standard, Code of Ethics and Business Conduct* contains provisions which directly affect the manner of your performance of consulting services for UT-Battelle. Your attention is specifically called to the following sections of the Code booklet:

- \* Keep Accurate and Complete Records
- \* Strictly Adhere to all Antitrust Laws
- \* Avoid Illegal and Questionable Gifts or Favors
- \* Follow the Rules in Using or Working with Former Government Personnel
- \* Carefully Bid, Negotiate and Perform Contracts
- \* Protect Proprietary Information
- \* Maintain the Integrity of Consultants, Agents, and Representatives
- \* Do Not Engage in Speculative or Insider Trading

The following guidelines are provided to illustrate the activities regulated by UT-Battelle's policies, procedures, and the *Setting the Standard, Code of Ethics and Business Conduct*:

- At no time should you make, offer, promise or give, directly or indirectly, anything of value to a government official or any other person for the purpose of improperly influencing official actions or decisions in order to obtain or retain business for UT-Battelle. Under no circumstances whatsoever should you give, offer to give, or authorize the giving of any form of bribe, kickback or payoff, directly or indirectly, to obtain or retain business for, or direct business to, UT-Battelle.
- Even though the recipient's standards of conduct may permit it, you should not give anything of value to any federal executive branch employee, civilian or military. The only permissible exception is the providing of modest refreshments such as soft drinks, coffee and doughnuts on an occasional basis in connection with business activities.
- If, in the performance of your consulting duties, you are in a position to deal as a representative of UT-Battelle with a supplier, vendor, or subcontractor of UT-Battelle, you should not accept from that supplier, vendor or subcontractor things of value. Under no circumstances whatsoever should you receive, or agree to receive, any form of kickback or bribe.

- While you are free to participate in the political process on a personal basis, you should not, on behalf of UT-Battelle, give anything of value, including your time, to any political party or candidate for office at any level, federal, state or local.
- Unless specifically directed by the terms of your consultant agreement, you should not engage in any lobbying efforts on behalf of UT-Battelle with any executive or legislative branch member or employee of the federal or any state government.
- Requests for reimbursement of expenses, if authorized by the terms of your consultant agreement, must be accurate and truthful.
- At no time should any government official have any legal or beneficial interest in your business or in any payment that UT-Battelle may make to you for your services rendered or expenses incurred.
- You should not accept or attempt to obtain procurement sensitive data of the government that is not authorized for public release. Similarly, you should not accept or attempt to obtain any information of a UT-Battelle competitor in circumstances where there is reason to believe the release or receipt of such information is unauthorized.
- You should not disclose to anyone without proper authorization proprietary information of UT-Battelle.
- If, in the performance of your consulting duties, you have occasion to meet with or communicate with customer personnel, you must ensure that all statements, communications, and representations made on behalf of UT-Battelle are accurate and truthful.
- There may be times when, in the performance of your consultant duties, you learn of important information affecting the activities of UT-Battelle or other companies with whom we are dealing that has not been publicly released. This is considered to be material inside information and you are required to maintain it in the strictest confidence. It is a violation of federal law to purchase or sell a company's securities using such information.
- In the performance of your consulting duties, you have an obligation to avoid financial, business, or other relationships which might cause a conflict with the performance of those duties, or which might be opposed to the interests of UT-Battelle.
- If at any time during the terms of your consultant agreement you have a question regarding the application of the *Setting the Standard, Code of Ethics and Business Conduct*, or you feel that a subcontract task may cause a violation, you should advise your Subcontract Administrator.

By execution of this agreement, consultant acknowledges that he or she has received and read a copy of UT-Battelle's Code of Ethics and Business Conduct and that he or she has read or had this Orientation read to them by a representative of UT-Battelle and that he or she fully understands its requirements and agrees to comply with them at all times.