Clinton Health Access Initiative, Inc. Global Code of Conduct

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Message from the CEO

CHAI's mission is to save lives and improve health outcomes in low- and middle-income countries by enabling the government and private sector to strengthen and sustain quality health systems. At CHAI, we believe all people, regardless of means, should have access to quality healthcare to live healthy and fulfilling lives. This belief has always been at the core of CHAI's work. To achieve this mission, CHAI's values are deeply ingrained principles that guide our actions. They serve as cultural cornerstones to a diverse organization, working in multiple countries around the world.

While CHAI has expanded over the past two decades, we remain committed to this set of values, which are core to our identity and approach. We are a mission-driven organization. We work in cooperation with and at the service of government partners. We have an entrepreneurial and action-oriented culture, which fosters diversity, equity, and inclusion. We operate with urgency, trust, transparency, frugality, and humility. We recognize our staff is our greatest asset.

This Global Code of Conduct & Ethics plays a crucial role in upholding these values. It serves as a guide for how we conduct ourselves every day, outlining our shared responsibilities and expectations. Each of us has a role to play in maintaining a workplace where honesty, fairness, and professionalism are the standard. Our actions and decisions reflect not only on us as individuals but also on CHAI as a whole, shaping our reputation and enabling the trust others place in us.

Every member of the CHAI community is expected to make a personal commitment to fully uphold the principles and expectations outlined in this Code. By embracing our values and adhering to these principles, we can ensure CHAI remains a dynamic and impactful organization—one that stays true to its commitments to our fellow colleagues, partners, and the people we serve.

Thank you for your commitment to our mission, values and the CHAI community.



Dr. Neil Buddy Shah

Chief Executive Officer

Clinton Health Access Initiative, Inc. (CHAI)

Purpose and Guiding Principles

The Global Code of Conduct & Ethics (Code) defines requirements for individual and organizational conduct at the Clinton Health Access Initiative, Inc. (CHAI) and its related entities around the world. It sets standards for workplace behavior wherever we work in the world and is further implemented by the policies, procedures, and other operational guidance of CHAI (collectively "CHAI Policies"). The Code supplements our shared values, ensuring that every member of our diverse, multinational community understands how we treat colleagues, partners and, most importantly, the people impacted by our work.

CHAI VALUES

- We work with urgency.
- We work in cooperation with & at the service of partner governments.
- We are a mission-driven organization.
- We are frugal. Our offices are modest.
- We operate with humility.
- We have an entrepreneurial and action-oriented culture.
- We operate based on trust and transparency.
- We recognize that our staff is our greatest asset.
- We foster diversity and inclusion.

This Code applies to all employees, volunteers and secondees of CHAI and its related entities (together, ***CHAI Staff***). All CHAI Staff are required to adhere to the Code and other CHAI Policies as a condition of CHAI service. This Code does not constitute an employment contract and does not change the terms of CHAI employment contracts.

CHAI must comply with the laws of each place where it works. In any situation where CHAI Staff are concerned that an obligation under the Code may conflict with a legal requirement, CHAI Staff must contact the General Counsel for guidance.

CHAI's leadership has adopted this Code and will review and, if necessary, revise it regularly. Upon joining CHAI, all CHAI Staff must acknowledge in writing that they understand and agree to the Code.

Global Code of Conduct and the CHAI Ethics Manual

Our commitment to ethical conduct continues to evolve as CHAI grows and the environments in which we work become increasingly complex. The GCOC establishes the fundamental principles and standards that guide how we conduct ourselves, make decisions, and work with one another and our partners and beneficiaries. To complement these principles and to provide greater clarity on how they should be applied in practice, we are introducing an Ethics Manual alongside the GCOC. The Ethics Manual brings together the key ethics-related policies in one place, including policies such as the Conflict of Interest Policy, Gifts Policy, Anti-Kickback Policy, Anti-Money Laundering Policy, Sanctions and Terrorism Screening Policy and more. Together, the GCOC and Ethics Manual provide a comprehensive framework for ethical conduct. The GCOC sets out what we stand for and the standards we are expected to uphold, while the Ethics Manual provides policies that help us understand how these standards translate into everyday decisions and behaviors. This integrated approach strengthens our shared understand of ethics and empowers every employee to recognize, navigate, and appropriately respond to ethical issues in their work.

CHAI staff are expected to follow the GCOC and to reference and make use of the Ethics Manual.

Individual Responsibility and Accountability

Each CHAI Staff member is responsible for understanding and complying with the Code, and for reporting concerns about unethical, unlawful, or inappropriate conduct at CHAI or affecting CHAI's work.

CHAI's open-door policy encourages CHAI Staff to share their questions, concerns, suggestions, or complaints about individual or organizational activities with a CHAI manager, a Human Resources (HR) staff member, a Focal Point, the Legal, Compliance and Ethics team, or the CHAI Helpline without fear of retaliation or harassment. Focal Points are CHAI Staff members who are specially trained to receive complaints, coach staff on their rights and options, and serve as advocates within CHAI for victims of misconduct. See "Upholding the Code and Reporting Concerns" for more information about how to submit complaints and concerns, as well as the procedures and protections afforded to those who report concerns.

While all CHAI Staff share responsibility to abide by and monitor adherence to the Code, CHAI managers have leadership responsibilities related to the Code. Each manager is expected to:

- Reinforce the Code and make sure their team understands expected behavior;
- Seek to personify the values and conduct in the Code, reinforcing them in action and word;
- Create an open environment where everyone is comfortable raising questions and concerns; and
- Immediately escalate any known or suspected violation or other unethical/unlawful behavior to the Ethics & Investigations Team (ethics@clintonhealthaccess.org).

Failure to report violations may result in disciplinary action, up to and including termination of employment.

Creating and Maintaining a Respectful Workplace

Professional and Respectful Conduct

CHAI is committed to fostering respect for all in the workplace. All CHAI Staff have a duty to:

- Promote a respectful and professional working environment consistent with our shared values;
- Treat all colleagues, partners, donors, and the public in a fair and consistent manner, with respect and dignity, and free of favoritism, bigotry, judgment, prejudice, insensitivity and discourteous language;

- Observe and respect local laws and customs, making extra effort to learn and respect local customs when outside of one's home country, consistent with CHAI values and Policies;
- Keep confidential all sensitive information, whether marked as such or if it can be reasonably assumed to be sensitive, whether it pertains to CHAI colleagues, partners or third parties, and adhere to each government's patient privacy and confidentiality requirements;
- Avoid any conduct that compromises CHAI's integrity (for example, giving or accepting bribes or unauthorized gifts is strictly prohibited);
- Do not make any decisions that could undermine the safety, security, health, and well-being of yourself and/or your colleagues;
- Avoid real or perceived discrimination, bullying, harassment, or abuse of power; report concerning behavior; and create an environment that protects colleagues, beneficiaries, and others who may be vulnerable; and
- Avoid behavior or activities that could damage the neutrality and/or reputation of CHAI.

Equal Employment Opportunity

All CHAI employment decisions are based on merit and performance. Under no circumstances should a candidate or staff member be rejected, terminated or refused a promotion or training based on race, color, religion, sex or gender (including gender identity and gender expression), sexual orientation, ethnicity, national origin, age, disability, HIV or other health status, political or interest group affiliation, genetic information, veteran status, marital status, parental or pregnancy status or any other characteristics protected by applicable laws.

Diversity

CHAI's mission is best advanced by the experiences and contributions of all staff of diverse backgrounds, beliefs, and cultures. CHAI values and celebrates our diverse population and promotes a respectful working environment where all staff members feel welcomed, wanted, and included. CHAI does not tolerate any form of discrimination. All CHAI Staff must treat their colleagues and external parties with whom CHAI works with dignity and respect, regardless of race, color, religion, sex or gender (including gender identity and gender expression), sexual orientation, ethnicity, national origin, age, disability, HIV status, political or interest group affiliation, genetic information, veteran status, marital status, parental or pregnancy status or any other characteristics protected by applicable local laws.

CHAI supports our diversity by:

- Appreciating the life experiences every staff member brings to the success of CHAI;
- Embracing the rich and varied cultures represented in our workforce;
- Acknowledging that diversity promotes creativity, innovation, and awareness; and

- Fostering a culture where all staff members are encouraged to reach their professional and personal goals.

Prevention of Harassment, Bullying, and Abuse of Power

Within CHAI, we require a respectful and safe work environment. CHAI does not tolerate harassment (including sexual harassment or other forms of sexual misconduct), bullying, or abuse of power of any kind by CHAI Staff—whether the target is another CHAI Staff member or an external party with whom we work (e.g. staff member of a vendor, partner organization, or government agency)—or against CHAI Staff by external parties with whom we work. These behaviors are offensive, impair morale and work performance, undermine the integrity of work relationships, and cause serious harm to the stability of our organization.

Harassment includes conduct that is intended or might reasonably be expected or be perceived to cause offense or humiliation to another person based on a protected characteristic that has the purpose or effect of detrimentally affecting that person's employment and/or work environment. Harassment may be carried out in person or remotely, including, but not limited to, via phone, email or social media. Harassment may take the form of words, gestures, or actions, which tend to annoy, alarm, abuse, demean, intimidate, belittle, humiliate, or embarrass another or which create an intimidating, hostile, or offensive work environment. It includes harassment based on race, religion, color, creed, ethnic origin, physical attributes, gender or sexual orientation, or cultural identity, such as family or community affiliations. It can include a one-time incident or a series of incidents.

Examples of harassment include, but are not limited to:

- Negative stereotyping or using derogatory language and/or slurs (whether or not directed at the listener) based on any protected class, innate characteristics, or cultural identity, including but not limited to place of birth, family origins, cultural traditions, race, color, religion, sex or gender (including gender identity and gender expression), sexual orientation, ethnicity, national origin, age, disability, HIV or health status, political or interest group affiliation, genetic information, veteran status, marital status, parental or pregnancy status or any other characteristics protected by applicable local laws;
- Making inappropriate or disrespectful comments about a person or group of persons;
- Making denigrating jokes and/or displaying or circulating in the workplace written or graphic material that denigrates or shows hostility or aversion toward an individual or group (including posting on walls, voicemail, e-mail or any social media); and
- Excluding individuals from using facilities or workspace because of a personal bias.

Sexual harassment is any unwelcome sexual advance, request for sexual favors, verbal or physical conduct or gesture of a sexual nature, or any other behavior of a sexual nature, when, for example, such conduct interferes with work, is made a condition of employment or creates an intimidating, hostile or offensive environment. Sexual harassment may be carried out in person or remotely, including, but not limited to, via phone, email, or social media. While typically involving a pattern of behavior, it can take the form of a single incident.

Sexual harassment may occur between persons of the opposite or same sex. All genders can be either the victims or the offenders.

Examples of sexual harassment include, but are not limited to:

- Unwelcome verbal or physical advances;
- Sexual or sexually charged jokes;
- Written or spoken references to sexual conduct and/or gossip regarding one's sex life;
- Suggestive or demeaning comments about an individual's body or sexual activities;
- Displaying sexually suggestive videos, objects, pictures, cartoons, and magazines;
- Unwelcome requests for sexual acts or behavior; and
- Unwelcome and repeated or aggressive requests for dating or a relationship.

For further information, please review the Ethics Manual's Policy on the Prevention of Sexual Abuse, Exploitation, and Harassment.

Bullying is unwelcome, aggressive behavior that might reasonably be expected or be perceived to cause harm, humiliation, discomfort to another, or to create an intimidating, hostile or offensive environment, even when the person subjected to it is not singled out based on a legally protected category. Bullying can take the form of physical contact, words, or more subtle actions, and may occur in person or remotely, including, but not limited to, via phone, email or social media. It is often, but not always, characterized by a real or perceived imbalance of power.

Examples of bullying include, but are not limited to:

- Abusive, belittling, or humiliating language or comments, e.g. name-calling, taunting, mimicry, rumor-mongering;
- Aggressive and intimidating behavior;
- Hazing or unwanted practical jokes;
- Derogatory comments regarding physical appearance, social status, community relationships, or similar characteristics or affiliations unrelated to workplace standards; and
- Undesirable assignments that are not within a person's job duties or are personal in nature.

Abuse of Power is the improper use of a position of influence, power, or authority against another person, either for personal benefit or to penalize or intimidate the other person. Abuse of power may result from any position of relative influence (perceived or actual), whether or not a managerial relationship exists. Abuse of power may be carried out in person or remotely, including, but not limited to, via phone, email or social media.

Examples of abuse of power include, but are not limited to:

- Requesting staff to do personal work (not part of their CHAI position);
- Threats to use influence to prevent future employment;
- Requesting staff to make gifts, loans, or favors of a personal nature, other than customary, noncoercive workplace solicitations that do not directly benefit the requestor (e.g. charitable contributions, sales by children's clubs, etc.);

- Bullying or aggressive behavior towards those in subordinate, or perceived to be subordinate, positions;
- Pressuring staff or coworkers to distort facts or break rules, including violation of the Code or other CHAI Policies;
- Interfering with the ability of a colleague to work effectively (e.g. by impeding access to information or resources);
- Intentionally negatively influencing the career or employment conditions of subordinate staff or others at CHAI; and
- Sexually exploiting or abusing an individual in a position of vulnerability, differential power, or trust.

Substance and Smoke-Free Workplace

Being under the influence of drugs or alcohol at work puts you, your colleagues, and other parties at risk and could jeopardize CHAI's reputation and long-term effectiveness. CHAI Staff may not possess, distribute, or be under the influence of illicit drugs while on CHAI premises or when conducting CHAI business.

CHAI Staff may not work or drive a CHAI vehicle while under the influence of drugs or alcohol.

To protect and enhance our indoor air quality and to contribute to the health and well-being of all CHAI Staff, all CHAI offices and vehicles are entirely smoke-free.

Violence-Free Workplace

CHAI has a zero-tolerance policy for violence, including sexual and gender-based violence, or threats of violence, in the workplace. No CHAI Staff may possess firearms or weapons while on CHAI property or in connection with any work-related activity, unless approved for security purposes in exceptional circumstances by CHAI's Safety & Security Department. Any violence or threat of violence against a colleague or CHAI partner, regardless of time or location, is cause for termination. If someone is in immediate danger, contact local law enforcement authorities immediately if it is safe to do so, even before reporting the incident to CHAI.

Safety and Security

CHAI has a duty of care to all employees, regardless of employment status or location. CHAI meets this duty by understanding and monitoring the safety and security risks where staff work and travel, planning for them, providing the resources to support staff around the clock, and responding promptly to incidents affecting staff and their families. Safety is built into program plans, budgets, and timelines. This commitment works in both directions: safety also depends on every staff member, who is responsible for reviewing the S&S materials, understanding the risks, following safety guidance, informing their manager and seeking travel approval, reporting every incident immediately, and raising concerns early with Global S&S and their Safety Point Person. Managers hold their teams to these standards, and any

staff member may delay, decline, or withdraw from an assignment because of security, medical or other concerns, with CHAI's potential support in finding a suitable alternative.

The full Safety and Security Policy sets out the required procedures and applies to all CHAI staff.

Manager Responsibility

CHAI managers at all levels have a particular responsibility to promote and maintain a respectful workplace, as described in this section. Managers must create an environment that protects staff, partners, beneficiaries, and members of the public from misconduct—whether perpetrated by CHAI Staff or others with whom we work—and follow CHAI protocols regarding allegations or suspicions of misconduct.

Any manager who receives a complaint or learns of potential or suspected illegal conduct, misconduct or violations of the Code is required to follow CHAI protocols and report these concerns through one of the channels listed below in the section on "Upholding the Code and Reporting Concerns." This obligation exists even if the conduct was not directly reported to the manager, and even if the individual who raised the complaint or concern requested that the matter not be reported.

While these responsibilities are greatest within a manager's own team, each manager has a responsibility to maintain and defend these values across CHAI, including by supporting staff on other teams who are uncomfortable or unsuccessful appealing to their own managers.

Political Activities

CHAI Staff must maintain the highest ethical standards when interacting with government officials and comply with all relevant laws. Unless approved by the General Counsel, CHAI Staff are strictly prohibited from trying to influence any government's decision-making by giving gifts, hospitality, or anything of value to government officials or their families.

As a U.S. charity, CHAI and its related entities are prohibited from supporting or opposing a candidate for public office or engaging in any political campaign activity. CHAI Staff are prohibited from acting on behalf of CHAI or using CHAI resources to engage in any political campaign activity for or against candidates for public office. Activities CHAI is prohibited from engaging in include:

- Endorsing or rating candidates, or making oral or written statements in support of or in opposition to a political candidate;
- Making or soliciting contributions to or for political candidates or organizations;
- Providing our facilities, assets, or resources (including contact lists) to influence an election;
- Allowing employees to participate in a candidate's campaign during their working hours or having a candidate speak to CHAI Staff.

Because of this legal prohibition, CHAI Staff must take great care when working with governments and should seek guidance from the General Counsel when unsure about the appropriateness of an action.

CHAI Staff may engage in political activities on their personal time, but this must be done outside of work hours and without the use of CHAI resources (such as CHAI laptops, phones, or email addresses). Generally, CHAI Staff should not identify their CHAI affiliation when participating in personal political activities unless legally required to do so. Furthermore, whenever there is a reasonable basis to believe that the personal political activities of CHAI Staff may be imputed to CHAI, CHAI Staff must proactively clarify that their actions are undertaken in their personal capacity and do not represent the views of CHAI.

Respect for CHAI Assets, Resources, and Reputation

Safeguarding Confidential Information

In the course of their work, CHAI Staff may be exposed to confidential and/or proprietary information that relates to CHAI's business or financial affairs or to the affairs of governments or other partners (collectively, "Confidential Information"). Examples of Confidential Information include financial information, costing and budgeting information, briefing materials, reports, product information, scientific or technical information and other non-public information concerning CHAI or partner activities.

Every effort must be made to safeguard materials or documents containing Confidential Information against loss/theft/unauthorized access. All Confidential Information must remain confidential during and after the completion of employment or service, unless the information becomes publicly available. CHAI Staff may not disclose or benefit from any Confidential Information while working for CHAI or at any time thereafter. All tangible Confidential Information must be returned to CHAI at the end of CHAI employment/service.

Protecting Intellectual Property

All intellectual property (IP) created, made, conceived or reduced to practice by CHAI Staff in the course of CHAI employment or service or using CHAI resources or Confidential Information is owned by CHAI. Examples of IP include discoveries, inventions, improvements, enhancements, processes, methods, techniques, software, and works of authorship directly related to their work at CHAI. CHAI Staff are expected to promptly disclose potentially valuable IP and agree to assist CHAI in establishing CHAI's ownership rights in that IP. CHAI Staff should follow any additional policies related to IP that may be adopted by CHAI.

Responsible Use of CHAI Resources

All CHAI equipment and supplies (including motor vehicles, computers, email accounts, mobile phones, credit cards, etc.) are furnished to facilitate our work and mission. CHAI Staff are expected to use and maintain these resources with utmost care and to take proper measures to safeguard all assigned CHAI equipment and data to prevent unauthorized access, loss or theft. CHAI Staff are prohibited from downloading and/or installing CHAI-licensed software on personal computers (doing so violates CHAI's usage agreements with vendors and is considered piracy).

Occasional personal use of CHAI resources (e.g., emails and phone calls) is permitted, provided that it is not excessive, does not involve unprofessional, illegal, or inappropriate content and does not interfere with CHAI responsibilities or productivity.

Protecting Your Privacy and Personal Data

During the course of employment or service, CHAI Staff may provide CHAI with personal, medical and financial information, including:

- Medical records and personal health history;
- Contact information and national identification numbers for CHAI Staff and family members;
- Bank account details and tax forms.

CHAI is committed to protecting this sensitive information. CHAI Staff with access to this personal data must take special care to safeguard and use it only to the extent necessary in accordance with applicable law. CHAI Staff may not access colleagues' sensitive information without specific authorization and an articulated business need. CHAI will not release personal information without express written consent of the involved staff member unless legally required to do so.

Media and Social Media

All inquiries from the media must be directed to CHAI's Director of Communications or designee. No employee is permitted to make statements to the media about CHAI or a CHAI-related entity without approval by the CHAI Communications Director or the Chief Executive Officer. Please review CHAI's Social Media Policy for additional information.

Since today's media and social media platforms disseminate information almost instantly, CHAI leadership prefers that any story, article, or posting that references CHAI is posted by the CHAI Communications team first to ensure accuracy and to manage closely the reputational risk for CHAI and donor and government partners.

In personal communications, including social media, CHAI Staff must be clear that their views are their own personal views, unless the CHAI Staff member has been expressly authorized by

CHAI's Director of Communications or their designee to communicate on behalf of the organization. For further guidance, see Appendix 1: Social Media Policy.

CHAI and the Clinton Foundation are separate organizations. **At all times, no CHAI Staff should speak on behalf of the Clinton Foundation or President Clinton.** CHAI Staff should make their best efforts to properly affiliate themselves with CHAI, not the Clinton Foundation, especially when communicating externally.

Upholding the Code and Reporting Concerns

CHAI's mission of saving lives and reducing the burden of disease in low- and middle-income countries depends on all CHAI Staff upholding ethical standards and protecting the well-being of fellow staff, partners and beneficiaries. As a CHAI Staff member, you have a right and a duty to ask questions, raise concerns and report violations of the Code. This section explains how.

You have a responsibility to report any concerns of unethical, unlawful or inappropriate conduct at CHAI. This includes any misconduct (by CHAI Staff at any level or by government or partner-organization employees working with CHAI) that affects CHAI's work or affects CHAI Staff in the workplace, even if it takes place away from CHAI. This also includes conduct at any place or time that violates the Policy on Sexual Exploitation, Abuse and Harassment (Appendix 3 to the Code). Prompt reporting of concerns allows CHAI to quickly identify and address them, so that staff can proceed with their work in a safe and respectful environment. CHAI will investigate complaints of past violations with the same seriousness as current violations.

Reporting Complaints and Concerns

You may submit complaints and concerns to CHAI using any of these reporting channels. Complaints made via any channel will be forwarded to a CHAI Focal Point or CHAI's Legal, Ethics and Compliance Team to assure prompt resolution.

- **Contact your manager** or another CHAI manager.
- **Contact a Human Resources (HR) staff member** in your country or program, or in Global HR.
- **Contact the Legal, Compliance, and Ethics team** at ethics@clintonhealthaccess.org.
- **Contact a CHAI Focal Point.** Focal Points are CHAI staff who are specially trained to handle complaints, to coach staff and beneficiaries on their rights and options, and to serve as advocates within CHAI for victims of misconduct.
    - A current list of CHAI Focal Points and contact information can be found online in Box.

- **Contact the CHAI Helpline.** The Helpline is a third-party "whistleblower" service that allows complaints to be made anonymously, with identifying details removed. (You may also choose to identify yourself by name.) Reports will be handled with the same level of importance, whether they are submitted anonymously or by individuals who identify themselves. The Helpline can receive complaints in more than 200 languages.

CHAI Helpline
chai@integritycounts.ca

+1-866-921-6714 (Toll-Free U.S.)
+1-604-922-5953 (International)
www.integritycounts.ca

Note: Due to privacy laws, some countries limit the types of reports the Helpline can accept. For example, some countries do not allow anonymous reports and others only allow reports pertaining to specific topics. In these cases, you may still report concerns through the other channels listed above.

CHAI takes all reports seriously and will treat your concerns with sensitivity. The goal is prompt, impartial resolution.

Complaints must be made in good faith, based on a genuine concern about an actual or potential violation of the Code or other legal or ethical standards. It is not necessary to have proof to make a complaint or raise concerns; discomfort with the reported conduct is enough. However, CHAI will not tolerate knowingly making a false report, or misusing the complaint process to threaten a person, obstruct legitimate operations, or obtain personal benefit.

Acknowledgment by CHAI Staff Member

I acknowledge that I have received and reviewed CHAI's Global Code of Conduct. I agree to adhere to the policies and procedures set forth in this policy and other applicable materials. I understand that CHAI may update and notify me of changes to the Global Code of Conduct from time to time, and I agree that it is my responsibility to obtain and read the latest version of the Global Code of Conduct (which is accessible in the Compliance Hub on CHAInet).

I recognize that failure to do so may result in employment action, up to and including termination of employment.

Printed Name:	Signature:	Date:
_____	_____	_____