Preamble

Fair, legal and ethical business practices have been part of Clarkson University’s operating philosophy since its inception. Clarkson was founded in 1896 as a memorial to Thomas S. Clarkson, who saw individual conduct and community citizenship as interconnected and crucial components of a successful life. Today the University continues to be guided and strengthened by its historic commitment to the highest standards of individual character and institutional culture.

The statement of Clarkson’s values commits the University’s faculty, staff and students to teamwork, caring, integrity, vision, diversity, service, growth and diligence. Within the sphere of business conduct, these values demand compliance with the highest ethical standards and with all applicable laws, regulations and rules. These include Clarkson’s policies and regulations as stated in this Code of Business Conduct, codes of professional or business conduct of the organizations to which members of the University’s community belong, and Federal, State, and local laws, regulations and rules.

In cases where different policies, laws, regulations or rules conflict with each other, the most stringent should be followed, and in all cases business practice must comply with the law. The President or the University’s chief financial officer, acting as the agent for the President, are the only persons who can waive compliance with any provision of this Code by any University employee, agent, consultant or representative. The Chair of the Board is the only person who can waive compliance with any provision of this code by the President.

Every employee, individual or entity employed to represent the University must read, understand and consent to this Code before undertaking any work on behalf of the University.

New Employees must be made aware and consent to the Code as part of their Clarkson orientation.

Policy Violations

All University, faculty, staff, agents, consultants and representatives must understand, consent, and comply with the University’s Code. Violation of the Code will not be tolerated and will result in disciplinary action for employees and other appropriate consequences for nonemployees. If you have any questions about the Code, see the section “Seeking Advice”. Each employee, agent, consultant and representative is responsible for adhering to the University’s policy in all matters related to University business/financial operations. If you know or have good grounds for suspecting that any illegal or unethical conduct has occurred or is planned by any employee, you must report it to the Privacy Officer. The Privacy Officer can also be contacted to report a violation of the Code of Business Conduct. The University has designated the Vice President for University Outreach and Student Affairs as its Privacy Officer. Your report may be anonymous. Reports of Code violations will be promptly investigated by the Privacy Officer. Following the investigation, appropriate corrective measures will be taken. These actions may be as severe as termination and/or prosecution. The resolution of each investigation will be communicated back to the reporting individual if requested. It is expected that representatives of the University Compliance Committee report all issues and resolutions to the Board of Trustees and that these will be discussed in the executive session of the Board of Trustees at each regular Trustees’ meeting.

All University Administrators are responsible for ensuring that all employees reporting to them are aware of this Code of Business Conduct, are fully aware of the importance of compliance, and understand the procedure for reporting violations. Further, administrators are responsible for monitoring employee conduct through oversight of their department/unit business processes. The education, monitoring and reporting functions are a critical responsibility of all University administrators and are an essential component of every administrator’s managerial duties.
Anyone who in good faith raises an issue regarding a possible violation of law, regulation, rule or University policy will be protected from retaliation by the University. It is a violation of the Code for anyone to be discriminated against or harassed for making a good faith report to the University of a suspected violation of law or policy. If you believe that you are being retaliated against in violation of this policy, follow the General Grievance Procedures contained in section 3.1.13 of the Clarkson University Operation Manual.

**Full, Fair, Accurate, Timely and Understandable Disclosure**

The University is committed to providing full, fair, accurate, timely and understandable disclosures in all reports and documents as well as in all other public communications made by the University. In furtherance of this commitment, the chief financial officer and the Comptroller will design, implement and amend as necessary disclosure controls and procedures and internal controls for financial reporting (collectively “Controls and Procedures”). All University employees will comply with the Controls and Procedures to promote full, fair, accurate, timely and understandable disclosure by the University.

Employees can express any complaints or concerns they may have regarding any University disclosure, particularly those concerning the University’s accounting, internal accounting controls or auditing matters, to the Compliance Committee, Privacy Officer, a Compliance Committee member, or a high ranking member of the faculty or administration. Individuals falling into these categories may include but not be exclusive to Deans, the Provost, Vice Presidents or tenured faculty. Expression of complaints or concerns can be done in a confidential or anonymous basis by reporting their complaints to the Privacy Officer, by phoning 315-268-6737. The caller may leave a verbal message on this dedicated, private phone accessible only by the Privacy Officer.

**Voluntary Disclosure of Irregularities**

The University is committed to operating in accordance with the highest principles of integrity and ethical standards. Should an improper practice or irregularity occur, the University is committed to making all necessary corrections, taking remedial action to prevent recurrence, and making timely and appropriate disclosure of the improper practices or irregularities to the proper authorities where warranted.

**When in Doubt**

If you are in doubt about a business conduct situation, ask yourself the following questions:

- Is it legal?
- Does it violate University policy?
- Is it consistent with the University’s values?
- Is it fair and just?
- How does it make me feel about myself?
- What would my family think about it?
- How would it look in a newspaper article?
- Will I sleep soundly tonight?
- What would I tell my child to do?

If you are unsure about what to do, ask questions of your supervisor and keep asking until you are certain you are doing the right thing.

**Seeking Advice**

The University is committed to operating its business in accordance with the highest level of integrity and ethical standards and all applicable laws, regulations and rules. The University wants to make sure that everyone who does business on behalf of the University fully understands what this Code requires and is able to ask questions if advice is needed. Should an improper practice or irregularity occur within the University, we are committed to correcting the problem and taking appropriate steps to make sure it will not happen again.

If you are unsure of what a policy requires of you, are concerned that the University may be in violation of the law or believe that a University policy is being violated, you may seek advice from your supervisor, Human Resources Officer, Privacy Officer, a Compliance Committee member, or high ranking member of the faculty or administration (as used in this Code, the term “high ranking member of the faculty or administration” includes, but is not exclusive to, Deans, Provost, Vice President and tenured faculty). The names of individuals serving on the University’s Compliance Committee will be posted on the University’s website. If you have questions about the Code or if you are seeking advice about compliance with the Code you may:
Call: Chief Financial Officer at 1-315-268-3859
Or

Write to:

Clarkson University
CU Box 5540
306 Science Center
Potsdam, NY 13699-5540
Attn: Chief Financial Officer

Applicable Sections of the Clarkson University Operations Manual

- Conflict of Interest Policy, Section 7.20
- Clarkson University Intellectual Property Policy, Section 6.6
- Response to Inquiries and Requests for Information, Section 7.12
- Equal Employment Opportunity, Section 3.1.3
- Anti-Harassment and Anti-Discrimination Guidelines, Sections 3.1.3 and 3.1.11
- Nepotism-Employment of Relatives, Section 3.1.4
- Alcohol, Drugs and Firearms, Section 3.1.7 and 7.15
- Protection and Proper Use of University Assets, Section 7.6
- Acceptable Use Policy, Section 7.18
- Electronic Mail and Internet Use, Under development
- Scientific Misconduct Policy, Section 7.22
- Government Relations Policies, Section 7.25

Applicable Sections of the Clarkson University Business and Finance Manual

- Travel and Entertainment, Section 6

Applicable Clarkson University Policies

- **FAIR DEALING**
  The University employees must deal fairly with the University's customers, suppliers, and staff. No unfair advantage should be taken of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material fact or any other unfair practice.

- **GIFTS AND GRATUITIES**
  No University employee, agent or representative will directly or indirectly give, offer, ask for, or accept for personal use any gift or gratuity, in cash or in kind, from an employee or other representative of any current or potential customer or supplier, or of a regulatory authority, in connection with a transaction, proceeding or relationship between the University and the other organization. Gifts and gratuities that arise in connection with an employee’s, agent’s or representative’s private relationships or business dealings and that are not connected with a transaction, proceeding or relationship between the University and the other organization are not prohibited by this policy. "Personal use" prohibited by this policy includes use by a University employee, agent or representative, any member of his or her family, or any organization with respect to which he or she has a pecuniary interest or relationship.

- **BRIBERY, KICKBACK AND PAYOFFS**
  Bribery, kickback and payoffs are unacceptable. It is absolutely imperative that each and every person who does business with the University understands that the University will not, under any circumstances, give or accept bribes, kickbacks or payoffs.

- **CONTRIBUTIONS**
  The University will not make any contribution, directly or indirectly, to any candidate for public office, political parties or other political organizations. In addition, employees may not be given time off with pay for political activity, although time off without pay may be possible if consistent with local policies and laws. Under no circumstance will the University support or permit contributions on behalf of the University to any group or association which is subversive to the interests of the University or which directly or indirectly supports terrorism.

- **GOVERNMENT RELATIONS**
  Policies for contacting and communicating with officials and employees at all levels of government have been established to facilitate a coordinated and effective government relations program and to ensure compliance with federal, state, and local lobbying laws. (See the Clarkson University Operations Manual, Section 7.25.) All employees and especially senior faculty and administrators should be aware of the policies relating to lobbying for the University. No gifts or travel arrangements or anything of value may be given to federal, state, and local officials (with very few limitations). The President and the Director of Government Relations are authorized to lobby for the University; all other employees shall consult with the Director of Government Relations prior to engaging in lobbying for the University, in order to ensure the University's compliance with applicable reporting obligations.

- **CONFIDENTIALITY OF INFORMATION**
  University employees must maintain the confidentiality of information entrusted to them by the University or its students, alumni, employees or others with whom it has a relationship (except when disclosure is authorized or legally mandated), including all non-public information that might be of use to competitors or harmful to the University or the aforementioned parties if disclosed. University employees must protect and
restrict the transfer of such confidential information to anyone outside of the University, and must share such information within the University only on a “need-to-know” basis.

• FRAUD, THEFT OR SIMILAR CONDUCT
Any act that involves theft, fraud, embezzlement or misappropriation of any property, including the property of the University or any of its employees or suppliers, is prohibited.

• COPYRIGHT COMPLIANCE
The University believes strongly in respecting the intellectual property rights of others, including the copyrighted works of authors, publishers and programmers.

Employees are permitted to make copies of any internal documents produced by the University and those works which are not the subject of a third party’s copyright. Works that are not subject to copyright, such as U.S. government works and works already in the public domain, may be freely photocopied. If an employee has a question regarding whether a work is in the public domain, such question should be addressed to the University’s Educational Resource Center.

With regard to newsletters, magazines or other publications, only limited photocopying which constitutes a de minimus or fair use is authorized. Such authorized copying includes the table of contents of copyrighted newsletters, magazines or other publications which are used to allow individuals to determine whether those contents are of interest, where the actual copy of the newsletter, magazine or other publication is made available in the University library or otherwise circulated. The University will be guided at all times by applicable copyright laws.

If an employee does wish to receive multiple copies of copyrighted articles or other publications for internal distribution, options are available. The employee may be able to obtain the specific permissions necessary for such duplication from the copyright holder, which are typically the publisher and/or the author. The employee must obtain this permission in writing.

Computer software is also covered by copyright under U.S. laws. The University has specific licensing agreements with the owners of software copyrights for all software installed by the OIT Department on University computers. University employees must not copy any software installed on computers for installation on computers at the employee’s homes or elsewhere without obtaining the prior permission of the University’s Office of Information Technology (OIT) Department. Similarly, employees should not install personal software on University computers without obtaining the prior permission of the OIT department.

Under U.S. law, the subject matter of copyright is very broad. Copyright applies to all types of creative works on authorship. This includes, but is not limited to, books, magazines, newspapers, cartoons, e-mail, trade journals, newsletters, instruction manuals, pictures, drawings, maps, sound recordings, television programs and videotapes. If an employee wishes to copy materials such as a videotape or material found on the Internet, the employee must first obtain permission in writing from the copyright holder.

• MAINTENANCE OF ACCURATE AND COMPLETE RECORDS
Every Employee has the responsibility to maintain accurate and complete records regarding their business/financial operations. No false, misleading or artificial entries may be made on the University’s books and records. No funds or assets may be maintained by the University for any illegal or improper purposes. All transactions must be fully and fairly documented and recorded in the University’s accounting records.

• RESPONSIBLE MANAGEMENT OF GOVERNMENT FUNDS
The University will strictly comply with all terms and conditions of funds received from government sources.

• CONFIDENTIALITY OF STUDENT RECORDS
The University will comply at all times with the Family Educational Rights and Privacy Act (FERPA) and the regulations promulgated under FERPA.

• CONFIDENTIALITY OF EMPLOYMENT RECORDS
The University will safeguard the confidentiality of employee records. Only those University employees, agents or representatives having a substantial and legitimate business “need to know” may have access to any employee’s records with the approval of the Human Resources/Gatekeeper. An employee given access to such records will safeguard them and will maintain the confidentiality of information acquired to the extent required by law.

• ENVIRONMENT, HEALTH AND SAFETY
The University will establish and manage a safe and healthy work environment and will manage its business/financial operations in ways which are sensitive to the environment and which conserve natural resources. The University will comply with all applicable environmental, health and safety laws. Questions should be directed to the University’s Environmental Health and Safety officer or the Risk Management Department.

• EMPLOYMENT SANCTIONS RELATING TO DRUG ABUSE IN THE WORKPLACE
The use, consumption, possession, distribution, or sale of controlled substances and/or unauthorized alcohol in University workplaces is prohibited. Use of alcohol or illegal drugs prior to reporting for work which results in unsafe work performance or erratic conduct in the workplace is also prohibited. Employees convicted of drug related criminal statute violations in Clarkson workplaces are subject to employment sanctions which may range from reprimand to dismissal as recommended by the departmental supervisor to the Human Resources Office. Employees convicted of drug related criminal statute violations in Clarkson workplaces may, as an alternative to or in conjunction with employment sanctions, be requested to participate in a drug/alcohol rehabilitation program as deemed appropriate under the circumstances. This option will usually be reserved for first-time offenders only. Refusal to participate in a drug/alcohol rehabilitation program will necessitate the immediate imposition of the appropriate employment sanction.

• DRUG AND ALCOHOL TESTING
In compliance with The Department of Transportation (DOT) alcohol testing rules, Clarkson University requires employees who hold safety sensitive positions to be tested for drugs and alcohol upon hiring (all offers of employment are conditional on passing a drug or alcohol test). Employees holding safety sensitive positions will be randomly tested quarterly. Any positive drug or alcohol test is a violation of the University’s drug and alcohol policy

History

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