

 <p>UNIVERSITY OF DENVER</p>	<b>UNIVERSITY OF DENVER POLICY MANUAL Code of Business Conduct Policy</b>	
<p><b>Responsible Department:</b> Business and Financial Affairs &amp; University Provost  <b>Recommended By:</b> Craig Woody, Vice Chancellor &amp; Gregg Kvistad, Provost  <b>Reviewed By:</b> Paul Chan, University Counsel; Rick Packard, Compliance Manager; and Joe Bogner, Business and Financial Analyst  <b>Approved by Board of Trustees:</b> April 17, 2004</p>	<p><b>Policy Number</b> 3.20.070</p>	<p><b>Effective Date:</b> April 17, 2004  <b>Updated:</b> March 9, 2012 January 17, 2014</p>

## I. Introduction<sup>1</sup>

The Code of Business Conduct (the “Code”) is designed to serve as a guide to appropriate business behavior for University of Denver trustees, officers, faculty, employees, and contractors doing business with the University when required by contract; along with students and individuals providing services to the University as volunteers (hereafter collectively referred to as “University Personnel”).

The University is in a position of trust with respect to many individuals, external organizations and agencies. Members of the University community who are entrusted with the University’s resources have a responsibility to parents and students, donors, alumni and to the government to use such funds prudently, ethically and in the manner designated. Ethical conduct is at the core of the University’s mission and critical to our reputation. We fulfill our obligations and enhance our reputation by adhering to high standards of excellence and integrity and to the key principles of business conduct in the performance of our duties.

The Code of Business Conduct sets forth these key principles, which are supported in many cases with more detailed policies issued by the Board of Trustees. While this Code provides guidance about the standards of integrity and business conduct, it cannot address every situation that University Personnel are likely to encounter. Accordingly, the Code is not a substitute for responsibility or good judgment. When uncertain, one must seek additional guidance and support from the appropriate individual or office responsible for business conduct at the University of Denver.

## II. Policy

- A. Compliance with Laws and Regulations** - The University of Denver will transact its business in compliance with the laws and regulations of the jurisdictions in which it does business. In any instance where University policies

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<sup>1</sup> The Code of Business Conduct incorporates several other private universities’ similar policies adapted to the particular circumstances of the University of Denver.

appear difficult to interpret or apply, University Personnel should contact the University office which has oversight responsibility for the policy, the Associate Provost for Research, the Associate Provost for Graduate Studies, the Dean of the relevant school, the Provost or the Vice Chancellor of the relevant area. Questions about interpretation or application of laws and regulations should be referred to University Counsel.

- B. Compliance with Contractual and Grant Obligations** - In addition to laws and regulations, the University of Denver takes seriously its contractual obligations to donors, the government, suppliers and others. The University of Denver will adhere to its contractual requirements and, unless they are excused, will fulfill its contractual obligations. In any instance where particular contractual or grant requirements are difficult to interpret or apply, University Personnel should first consult with the department's senior administrator or the officer that signed the contract or grant on behalf of the University. Additional assistance can be obtained from the Associate Provost for Research, the Associate Provost for Graduate Studies, the Dean of the relevant school, the Provost or the Vice Chancellor of the relevant area. Questions about interpretation or application of contractual or grant obligations should be referred to University Counsel.
- C. Compliance With Standards of Ethics and Integrity** - The University of Denver recognizes that it must earn and maintain a reputation for integrity that includes, but is not limited to, compliance with laws and regulations and its contractual obligations. Even the appearance of misconduct or impropriety can be damaging to the University. Accordingly, when the University's business activities are not the subject of specific laws or regulations, the reasonable and customary standards of ethics, fairness, honesty, and respect for the rights of others will govern the conduct of University Personnel at all times. Each situation must be examined under these standards and will be judged accordingly.
- D. Individual Responsibility** - Ethics and integrity are the responsibility of each individual. Therefore University Personnel are individually responsible for conduct consistent with this Code of Business Conduct and the University's policies. All supervisory positions must assume responsibility for ensuring that their conduct and the conduct of those they supervise complies with this Code.
- E. Reporting of Suspected Violations** - All University Personnel should report suspected violations of applicable laws, regulations, government contract and grant requirements or this Code. Reporting should normally be made initially through the Office of Internal Audit. Alternatively, reports may be made to a higher level of management. Such reports may be made confidentially, and even anonymously, although the more information given, the easier it is to investigate the report. When reports are made through standard management channels, the person receiving the report of suspected violations must report the incident to the Office of Internal Audit. The director of the Office of Internal Audit, in coordination with the Office of University Counsel, as appropriate, will conduct

an investigation to determine if the suspected violations are valid. The director of the Office of Internal Audit will also review all reports of suspected violations with the director of Risk Management to determine whether any matter must be communicated with one or more of the University's insurance carriers. All instances of significant violations by University Personnel will be reported to the Audit Committee of the Board of Trustees.

Good faith reporting such concerns will not jeopardize anyone's employment. All University Personnel should cooperate fully in the investigation of any suspected violations.

**F. Equal Opportunity and Sexual Harassment** – The University is committed to the principle (and laws and regulations) of equal opportunity in education and employment regardless of a person's age, color, disability, gender, national origin, sexual orientation, religion, veteran's or marital status. The University also strives to provide an environment that is free of any type of harassment on the basis of the above classifications. Therefore, the University will not tolerate discrimination or harassment of any kind by University Personnel. Specific procedures are listed in the "Equal Opportunity/Sexual Harassment", University Policy section 3.10.010, that seek to prevent, correct and discipline behavior that violates this Code and the University's policies. The University has other established procedures described in "Employee Dispute Resolution" University Policy section 3.10.060, that should be followed when reporting workplace grievances that do not involve suspected violations of laws, regulations, etc.

**G. Conflicts of Commitment and Interest** - University Personnel are responsible for performing their duties in good faith and in the best interests of the University. University Personnel should be sensitive to situations that could raise questions of potential or apparent conflicts between personal interests and the University's interests. Generally, a conflict of interest exists when an individual acting on behalf of the University obtains improper personal gain for themselves or for another party, or when a particular action has an adverse effect on the University's interests.

Specific policies exist that define conflicts of commitment and interest and provide direction to University Personnel in situations where potential or actual conflict of interests exists. See "Conflicts of Commitment and Interest", University Policy section 3.20.060 and Office of Sponsored Programs departmental policy "Conflict of Interest" relating to certain Federal grants and contracts.

**H. Confidential Information** - The University is entrusted with many kinds of confidential, proprietary and private information. It is imperative that those who have access to this information not make any unauthorized disclosures of the information, either during or after employment.

**I. Gratuities and Kickbacks**

- 1. Government Officials** - University Personnel shall not give, offer or promise anything of value to any government official to enhance relations with that official or the government, regardless of whether that official is in a position to influence any government decision with respect to the University of Denver or its activities. This includes, but is not limited to entertainment, meals, refreshments, gratuities or gifts. Lawful contributions by individuals to political candidates or political parties permitted under the Federal Election Campaign Laws are not restricted or prohibited by this Code.
- 2. Government Contractors and Others** - University Personnel shall not give, offer or promise anything of value to any government prime contractor, subcontractor or others for the purpose of improperly obtaining or receiving favorable treatment. Nor shall University Personnel solicit or accept anything of value from any government prime contractor, subcontractor or others for such a purpose.
- 3. Items of Nominal Value** – Receipt of items of nominal value on an infrequent basis is acceptable under circumstances described in University Policy “Gifts and Gratuities”, section 2.30.014. Such items commonly considered acceptable are meals, individual sporting event tickets, and inexpensive entertainment. Cash of any amount should be declined and items greater than a nominal value should be declined or referred to the Vice Chancellor for University Advancement.

**J. Proper Accounting and Related Responsibilities** - Sound business practice requires all University Personnel to assume responsibility for safeguarding the assets of the University. The following principles apply to all business activities of the University and are applicable to all University Personnel.

- 1. Complete, Accurate and Timely Recording** – All revenues generated by University activities and all expenditures for goods and services must be recorded in the University’s financial records system (i.e., the general ledger and related subsystems) on a timely and accurate basis and in sufficient detail to ensure that the University’s financial statements conform to Generally Acceptable Accounting Principles and that the University’s direct and indirect costs charged to government grants and contracts are accurate and that unallowable costs are not charged to the government. The Controller’s Office is responsible for the accuracy and integrity of the financial reporting process and should therefore be consulted on any matters relating to accounting policies and procedures. The Controller’s Office or the Office of Sponsored Programs should be consulted on matters relating to allowable costs or allocation of costs to government grants or contracts.

- 2. Budget Managers' Authority and Responsibility** - Authority and responsibility for budgetary control of the University's resources are vested in Budget Managers who are designated by the Provost or appropriate Vice Chancellor, as provided in the "Budgetary Responsibility and Structure" University Policy section 2.10.020. While budget authority may be delegated by the Budget Manager, the manager is responsible for the accuracy and integrity of the financial transactions and reporting thereof within the scope of the manager's authority. Budget Managers must ensure that the following policies are adhered to:
- a. The use of University funds or assets for any personal purpose, unless clearly incidental, or for unlawful purpose is prohibited.
  - b. Bank accounts are not to be established by anyone without the approval of the Board of Trustees.
  - c. No commitments of University resources or the creation of an obligation to provide University services shall be made by anyone not authorized to do so under the "Limits of Authority" University Policy section 2.10.030.
- K. Supplier Code of Conduct** – As a condition of doing business with the University, suppliers are expected to self-monitor their compliance with the University's Supplier Code of Conduct (policy 2.30.016). Failure to comply with these policies may cause the University to exercise its right to terminate its business relationship with a supplier. The University may require non-compliant suppliers to implement a corrective action plan. Suppliers are responsible for ensuring that their employees and representatives understand and comply with the University's Supplier Code of Conduct.
- L. Consequences of Violations of University Policies** – Each individual is responsible for ensuring that his or her conduct and the conduct of anyone reporting to them fully complies with this Code and the University's policies. Violations will result in appropriate disciplinary action up to and including termination of employment and may in some circumstances, subject an individual to civil or criminal charges and penalties.