



## **CODE OF ETHICS AND STANDARDS OF CONDUCT FOR EMPLOYEES**

Rose Li & Associates, Inc. (RLA or “Company”) expects the highest possible ethical conduct from all employees. It is the obligation of every employee to conduct him or herself in a manner that avoids both the fact and the appearance of impropriety. It is essential that every employee read and understand the following Code of Ethics and Standards of Conduct (“Code”).

RLA is committed to conducting business in a manner that ensures employees’ business judgment and decision making is not influenced by undue personal interests. When employees’ personal interests either influence, have the potential to influence, or are perceived to influence their decision making at RLA, a conflict of interest situation results. This Code explains the relevant principles and rules for preventing or managing conflicts of interest and how such principles and rules are to be implemented.

This Code applies to all Associates.

### **Compliance with Law, Rules, and Regulations**

RLA is committed to conducting its business in accordance with all applicable laws, rules, and regulations and in accordance with high standards of business ethics. Employees are expected to comply, and ensure that the Company complies, with all applicable laws and regulations. Although an employee may not know the requirements of these laws, they are expected to act reasonably in obtaining advice from RLA’s counsel or outside legal counsel. Employees also have a responsibility to conduct themselves in an honest and ethical manner. All employees have leadership responsibilities that include creating a culture of high ethical standards and commitment to compliance, maintaining a work environment that encourages employees to raise concerns, and promptly addressing employee compliance concerns.

If a law conflicts with a policy of this Code, employees must comply with the law; however, if a local custom or policy conflicts with this Code, employees should comply with this Code. If an employee has any questions regarding whether a law conflicts with this Code, they should consult with RLA’s counsel or outside legal counsel.

### **Financial Conflicts of Interest (FCOI)**

RLA strives to create a research climate that promotes objectivity in research by establishing standards such that the design, conduct, and reporting of Public Health Service (PHS)-funded research is free from bias resulting from financial conflict of interest (FCOI).<sup>1</sup>

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<sup>1</sup> The following agencies comprise the PHS Agencies: Agency for Healthcare Research Quality (AHRQ), Agency for Toxic Substances and Disease Registry (ATSDR), Centers for Disease Control and Prevention (CDC), Food and Drug Administration (FDA), Health Resources and Services Administration (HRSA), Indian Health Service (IHS), National Institutes of Health (NIH), Office of the Assistant Secretary for Health (OASH), Office of the Assistant Secretary for Preparedness and Response (ASPR), Office of Global Affairs (OG), Substance Abuse and Mental Health Services Administration (SAMHSA).



## **Background**

A conflict of interest occurs when an individual's private interests, and his or her professional obligations, diverge in ways that might lead an independent observer to reasonably question whether the individual's professional actions or decisions are determined by considerations of personal gain, financial or otherwise. A conflict of interest depends on the situation, and not the character or actions of the individual. A primary category of concern is financial conflict of interest (FCOI). Multiple regulations and policies are promulgated by government agencies and other institutions that require the disclosure and management of potential FCOIs that may affect RLA investigators. To maintain confidence in the integrity and impartiality of RLA research, every effort is made to ensure that such potential conflicts are fully disclosed and that they are handled appropriately. This policy, which is closely based on federal regulations and is designed to comply with them, addresses such conflicts.

## **Coverage of This Policy**

This policy applies to all investigators undertaking externally sponsored research at RLA. "Investigator" for the purposes of this policy, means the Principal Investigator (PI) and anyone, regardless of title or position, identified by the PI as responsible for the design, conduct, or reporting of research carried out under a sponsored project. These individuals would typically be listed as key personnel at the time of proposal submission. In addition, postdoctoral associates or fellows, graduate students, consultants, and subcontractors should be considered as covered by this policy to the extent they are responsible for the design, conduct, or reporting of the research associated with a sponsored project.

## **Training**

RLA has established processes to inform each investigator of RLA policy and disclosure requirements, as well as applicable federal regulations. During proposal preparation, RLA grant or program administrators will obtain the list of project investigators from the PI. The grant or program administrators will disseminate this policy and inform the investigators of their disclosure responsibilities.

Investigators on PHS-funded projects will additionally be required to complete the NIH Conflict of Interest Training Course, available at:

<http://grants.nih.gov/grants/policy/coi/tutorial2011/fcoi.htm>.

A disclosure certification and proof of completion of the training course, if required, will be collected at the time of proposal submission. RLA does not accept completion of other training courses in lieu of completion of the NIH course. RLA maintains a database of investigators and tracks completion dates for their FCOI training. Each investigator must complete such training once every 4 years, and must repeat the training if they are not in compliance with RLA's FCOI Policy or with a management plan (see Review section, below). RLA will require all investigators to complete additional training if it revises its FCOI policy in a way that alters the requirements placed on investigators.

## **Disclosure, Review, and Monitoring Requirements**

In accordance with federal regulations, RLA requires that each investigator disclose to RLA significant financial interests (SFIs) held by the investigator, the investigator's spouse, and the



investigator's dependent children, when these interests reasonably appear to be related to the investigator's "institutional responsibilities" at RLA, no later than (i) at the time of application for a sponsored project; (ii) annually during the period of an award; and (iii) within 30 days of discovering or acquiring a new SFI. An investigator's institutional responsibilities are professional responsibilities on behalf of RLA and may include research related to a sponsored project or an RLA conference, or pertain to a data use agreement held by RLA. An FCOI is a SFI related to an investigator's institutional responsibilities that could directly and significantly affect the design, conduct, or reporting of research.

"Significant Financial Interests" (SFIs) exist in the following situations:

- (i) For any publicly traded company, an SFI exists if the value of any remuneration received from the company in the 12 months preceding the disclosure and the value of any equity interest in the company as of the date of disclosure, when aggregated, exceeds \$5,000. Remuneration includes salary and any payment for services not otherwise identified as salary (e.g., consulting fees, honoraria, paid authorship); equity interest includes any stock, stock options, or other ownership interests, valued through reference to public prices or other reasonable measures of fair market value;
- (ii) For any non-publicly traded entity, an SFI exists if the total value of any remuneration received in the 12 months preceding the disclosure exceeds \$5,000, or when the investigator, the investigator's spouse, or the investigator's dependent children hold any equity interest (e.g., stock, stock options, or another ownership interest);
- (iii) For investigators whose research is funded by grants from NIH or other agencies under the auspices of the PHS, the calculation of total remuneration from both public and private entities must include the value of reimbursed or sponsored travel, i.e., travel that is paid for on behalf of the investigator and not reimbursed in a way that makes its exact monetary value readily available. Reimbursed or sponsored travel from a federal, state, or local government agency, a college or university in the United States, an academic teaching hospital, a medical center, or a research institute that is affiliated with an institution of higher education in the United States is exempt from the regulation. When reporting travel, the investigator's disclosure must include, at a minimum, the purpose, destination, and duration of the trip, and the identity of the sponsor/organizer. RLA follows NIH NOT-OD-12-004 in using a de minimus threshold of \$5,000 for the aggregated value per entity of remuneration, including sponsored or reimbursed travel.
- (iv) For intellectual property rights and interests (e.g., patents, copyrights), an SFI exists if these interests have generated income exceeding \$5,000 in the 12-month period preceding the date of disclosure

SFIs do not include any of the following:

- (i) Payments, salary, honoraria, reimbursements, or sponsored travel, from RLA. Such payments do not need to be reported to RLA when filing financial disclosure forms with the Company, but they are potentially reportable when filing such disclosure forms with other institutions, such as universities.



- (ii) Income from seminars, lectures, teaching engagements, services on advisory committees, or services on review panels sponsored by a federal, state, or local government agency, a domestic college or university, an academic teaching hospital, a medical center, or a research institute that is affiliated with a college or university.
- (iii) Income from diversified investment vehicles, such as mutual funds and other financial products managed by third parties, in which the investigator does not directly control the investment decisions.

Examples of circumstances in which a sponsored project could reasonably appear to be affected by an investigator's SFI might include the following:

1. The investigator (or the investigator's spouse or dependent child) receives compensation from or has equity in an entity and:
  - The research is receiving either "in kind" or monetary support from that entity;
  - Proprietary access to data or rights to intellectual property coming out of the research is/are owned by that entity (e.g., pre-publication access to results of the research);
  - Research aims overlap with the aims of that entity;
  - Research uses or involves intellectual property owned by or licensed to that entity;
  - Research results could enhance the value of or increase the interest in intellectual property or other assets owned, made, or provided by that entity; and/or
  - New intellectual property could result from research under this grant and potentially be of interest to that entity.
2. Research uses or involves intellectual property owned or licensed to the investigator or for which the investigator receives royalties, or has the right to receive royalties.

### **Review**

Any disclosed SFI under this policy will be reviewed by RLA's Chief Executive Officer (CEO) prior to RLA's expenditure of funds. If upon initial review, the CEO determines a disclosure requires further examination, the investigator will be asked to provide additional details about the relationship(s) with the entity and to disclose the actual value of the SFI. At the CEO's discretion, she may call upon the Program Director (PD) of the investigator's program, or any other RLA PD, for assistance in determining whether the SFI is related to the investigator's institutional responsibilities and, if so, whether a potential or actual FCOI exists. Should management of a potential or actual FCOI be required, the investigator, PI, and PD along with the Director of Operations will develop and implement a management plan. Final management plans are approved by the CEO. Management plans may include some or all of the following elements:

- Public disclosure of the SFI.
- For research projects involving human subjects research, disclosure of the FCOI directly to participants.
- Appointment of an independent reviewer, or team of reviewers, to closely monitor the specific research. The investigator could be required to file periodic reports with the CEO, who will review the reports to ensure that potential conflicts are not affecting research. Publications that result from the research will also be carefully reviewed to guard against conflicts. If any arise during the course of the research, the CEO and PD



will determine the appropriate course of action at that time. Courses of action could include increasing oversight of the research, requiring more frequent reports, or in extreme cases removing the investigator from work on the project.

- The CEO and PD may suggest modifications of the research plan. Necessary modifications will be acknowledged in writing by the investigator. Depending on the extent of the modifications, the CEO may require frequent reporting to ensure that conflicts are not occurring.
- Disqualification of the research project from the portion of sponsored research that would be affected by the SFI. For new projects in the proposal stage, the funding agency would be alerted before an award was made. If research under an active grant is disqualified, the Office of the General Counsel or other appropriate authority will be notified immediately.
- A recommendation that the investigator either divest the SFI or sever the relationships that create conflicts.

The key elements of a management plan include:

- The role and principal duties of the conflicted investigator in the research project;
- Conditions of the management plan;
- How the management plan is designed to safeguard objectivity in the research project;
- Confirmation of the investigator's agreement to the management plan;
- How the management plan will be monitored to ensure Investigator compliance;
- The designation of a compliance monitor; and
- Other information as needed.

The monitor could be the PI, PD, co-author, or the Director of Operations. Investigator compliance with the plan will be monitored until completion of the project. If RLA identifies a SFI that was not previously reviewed by the Company or that was not disclosed in a timely manner, any required management plan will be implemented within 60 days. RLA recognizes that its investigators participate in a broad range of professional activities that generate income and financial relationships. While the income or ownership value associated with certain activities must be reported to comply with the regulatory requirements, RLA does not generally regard income from serving as an editor of a journal, royalties from a textbook, or travel reimbursements associated with travel to participate in annual meetings of professional societies, whether in the United States or abroad, as creating FCOIs.

### **Retrospective Reviews**

Whenever a FCOI is not identified or managed in a timely manner, including:

- Failure by the investigator to disclose a SFI that is determined by RLA to constitute a FCOI;
- Failure by RLA to review or manage such a FCOI; or
- Failure by the investigator to comply with a FCOI management plan;

RLA shall, within 120 days of determination of noncompliance, complete a "retrospective review" of the investigator's activities and the research project to determine whether any funded research, or portion thereof, conducted during the time period of the noncompliance was biased in the design, conduct, or reporting of such research. RLA shall document the retrospective review, which must include at least the following key elements:



- Project number;
- Project title;
- PD/PI or contact PD/PI if a multiple PD/PI model is used;
- Name of the investigator with the FCOI;
- Name of the entity with which the Investigator has a FCOI;
- Reason(s) for the retrospective review;
- Detailed methodology used for the retrospective review (e.g., methodology of the review process, composition of the review panel, documents reviewed, etc.);
- Findings and conclusions of the review.

If bias is found, RLA promptly submit a mitigation report to the funding agency. The mitigation report will include, at a minimum, the key elements documented in the retrospective review, a description of the impact of the bias on the research project, and RLA's plan of action or actions taken to eliminate or mitigate the effect of the bias (i.e., impact on the research project, extent of harm done, including any qualitative and quantitative data to support any actual or future harm; analysis of whether the research project is salvageable). Thereafter, RLA will submit FCOI reports annually as prescribed by the regulation.

In any case in which the Department of Health and Human Services determines that a PHS-funded research project or clinical research whose purpose is to evaluate the safety or effectiveness of a drug, medical device, or treatment has been designed, conducted, or reported by an investigator with an FCOI that was not managed or reported by RLA as required by the regulation, RLA shall require the investigator involved to disclose the FCOI in each public presentation of the results of the research and to request an addendum to previously published presentations.

### **Reporting Requirements**

The Director of Operations will report on all FCOIs to the appropriate funding agencies according to their regulations. For PHS-funded research, the Director of Operations will send initial, annual, and revised FCOI reports, including the required reporting elements, to the PHS component funding the sponsored project through the electronic Research Administration (eRA) Commons FCOI Module. The required reporting elements will include the following:

- Project number;
- PD/PI or Contact PD/PI if a multiple PD/PI model is used;
- Name of the investigator with the FCOI;
- Name of the entity with which the investigator has a FCOI;
- Nature of the financial interest (e.g., equity, consulting fee, travel reimbursement, honorarium);
- Value of the financial interest (in dollar ranges: \$0-\$4,999; \$5,000-\$9,999; \$10,000-\$19,999; amounts between \$20,000-\$100,000 by increments of \$20,000; amounts above \$100,000 by increments of \$50,000, to a maximum category of "\$600,000 and above"), or a statement that the interest is one whose value cannot be readily determined through reference to public prices or other reasonable measures of fair market value;
- A description of how the financial interest relates to the PHS-funded research and why RLA determined that the financial interest conflicts with such research;
- A description of the key elements of the RLA's management plan, including:



- Role and principal duties of the conflicted investigator in the research project;
- Conditions of the management plan;
- How the management plan is designed to safeguard objectivity in the research project;
- Confirmation of the investigator's agreement to the management plan;
- How the management plan will be monitored to ensure Investigator compliance; and
- Other information as needed.

Updated or annual FCOI reports will include the status of the management plan, including whether the FCOI is still being managed or why the financial conflict no longer exists, and a description of any changes to the management plan since the last FCOI report was submitted to the PHS component funding the research. FCOI reports will be submitted prior to the expenditure of funds for new awards, within 60 days of identification for an investigator who is newly participating in the project, or for new, or newly identified, FCOIs for existing investigators, and at least annually to provide the status of the FCOI and changes to the management plan, if applicable, until the completion of the project, and following a retrospective review to update a previously submitted report, if appropriate.

### **Maintenance of Records**

All disclosure certifications and FCOI-related records will be kept on file for at least 3 years from the date the final expenditures report is submitted to the funding agency.

### **Enforcement Mechanisms**

RLA has established this FCOI Policy to ensure compliance with regulations established by federal funding agencies. Non-compliance jeopardizes an investigator's reputation, the ability of the investigator's to participate in federally funded research, and perhaps even RLA's ability to participate in federally funded research. Investigators are required to promptly return any requested disclosure forms and to cooperate fully in any review proceedings or development of a management plan.

Investigators are expected to complete disclosure certification forms prior to the expenditure of award funds. RLA may suspend all grant activity until the disclosure certification is complete. Investigators are expected to complete disclosure certification forms once annually while they have active grants. Failure to return an annual disclosure certification could result in suspension of all grant activity and/or suspension of other RLA activity. Intentional non-compliance with disclosure requirements or management plans will not be tolerated. Sanctions could include disclosing any identified FCOI in each public presentation of the results of the research and requesting an addendum to previously published presentations, removal of the investigator from a sponsored project, disposition of a sponsored project, precluding the investigator from involvement in future sponsored projects, or termination of any relationship between the investigator and RLA.

### **Subrecipient Requirements**

RLA may choose to allow a subrecipient to follow their own FCOI policy if it is determined that the subrecipient's FCOI policy complies with the funding agencies' regulations. This will be determined either by obtaining a certificate from the subrecipient that its FCOI policy complies



with the regulation or by utilizing the Federal Demonstration Partnership Clearinghouse for NIH FCOI Compliant Institutions. RLA will establish as part of the subaward agreement whether the subrecipient will follow the FCOI policy of RLA or its own compliant policy. If the subrecipient will follow its own FCOI policy, the subaward agreement will include a requirement for the subrecipient to report identified FCOIs for its investigators in a time frame that allows RLA to report identified FCOIs as required by the regulations. The subrecipient report will include all the required reporting elements noted above. The subrecipient will be required to make identified FCOIs of senior/key personnel on PHS-funded sponsored projects publicly accessible as required by the PHS regulations. If the subrecipient will follow RLA's policy, the subaward agreement will include a requirement to allow RLA to solicit and review subrecipient investigator disclosures that enable RLA to identify, manage, and report identified FCOIs to the funding agency.

### **Public Accessibility**

This policy will be posted on RLA's public website at <https://roseliassociates.com>. RLA will also make information concerning identified FCOIs of investigators on PHS-sponsored projects publicly accessible prior to the expenditure of funds. The information will be provided within 5 business days of the receipt of a written request. All requests must be submitted via email to [info@roseliassociates.com](mailto:info@roseliassociates.com).

### **Other Conflicts of Interest**

In their transactions with others, all RLA employees are expected to act in the best interests of RLA and not for their own personal advantage. Employees are not to engage in any private business or professional activity or enter into any financial transaction that involves the direct or indirect use of inside information (information that is not available to the public), nor are they to use their position at RLA in any way to induce or coerce anyone to provide any financial benefit to themselves or anyone else.

These policies include the following standards for conflicts of interest:

#### **Other Employment**

No employee may serve as a director, act in any managerial capacity, be an employee of, or be retained in any capacity by any firm that is a customer, vendor, subcontractor, or competitor of the Company without the prior written approval of RLA's CEO or designee.

#### **Outside Business Interest**

No employee may engage in an outside business interest that involves the use of Company facilities or encroaches on the time and attention he or she is required to devote to the Company and its interest.

#### **Related-Party Transactions**

No RLA employee, nor any member of their immediate family, may speculate in materials, equipment, supplies, or property to be purchased by the Company based upon information gained in the performance of the employee's duties and not available to the general public.





### **Gifts/Gratuities/Bribes**

No RLA employee, nor any member of his or her immediate family, may directly or indirectly accept anything of value from customers, vendors, subcontractors, or competitors in return for leases, contracts, purchase orders, confidential Company information, or the like. Expensive gifts or extravagant entertainment or travel may not be given to or received from customers, vendors, subcontractors, or competitors for any purpose.

### **Other Compensation**

Employees must not accept rebates, commissions, kickbacks, profit-sharing arrangements, or compensation in any form from a third party that is engaged in business with the Company.

### **Employee Business Transactions with RLA**

No RLA employee, nor any member of the employee's immediate family, shall be involved in any business transaction with the Company wherein a conflict of interest exists, could exist, or appears to exist. Similarly, no RLA employee, nor any member of the employee's immediate family, may have a substantial financial interest in an organization with which the Company does business. Substantial financial interest includes being a proprietor or partner, or owning stocks or bonds in excess of 10 percent of the total stocks or bonds of the corporation.

If any departure from this policy is contemplated, the personal or financial interest of the employee must be fully disclosed in writing to the CEO of the Company.

### **Organizational Conflicts of Interest**

No contract shall be negotiated or executed if the interests of the particular customer are of such a nature as to compromise or threaten RLA's ability to maintain unbiased objectivity in serving its other customers. In instances in which potentially conflicting situations may be created, agreements may be entered into if the parties involved have full knowledge of the potential conflict, and consent to the arrangements in advance. The contract file should contain a statement documenting the responsible RLA employee has made the disclosures and obtained the necessary consents.

### **Securities Trading**

If a director, officer, or employee has "material, nonpublic information" relating to RLA or any other company, including the Company's customers, partners, or suppliers, neither that person nor any related person shall buy or sell securities of such company while in possession of such information. In addition, such person shall not engage in any other action to take advantage of, or pass on to others, such information.

### **Fair Dealing and Confidentiality**

Employees must strive to deal fairly with RLA's customers, suppliers, competitors, and employees and to conduct our business with integrity, honesty, and fairness. Employees must respect and protect any confidential or proprietary information shared with RLA by its customers, suppliers, and others. Employees may not take unfair advantage of others through dishonest, unethical, or illegal practices, including manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or false or misleading statements. RLA seeks to outperform its competitors fairly and honestly through superior performance, not through unethical or illegal business practices.



A Senior Officer (CEO, the President, Vice President, or Director) will have access to non-public information regarding RLA and other entities. A Senior Officer is not permitted to use or share that information for any purpose other than the conduct of RLA's business. A Senior Officer must maintain the confidentiality of non-public proprietary information entrusted to him/her by RLA, its customers, and others with whom the Company transacts business except when disclosure is authorized or legally mandated. Furthermore, to use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is unethical and illegal. The misuse of confidential information may create substantial civil or even criminal liability for the Senior Officer and RLA. Any questions should be directed to RLA's counsel or outside legal counsel.

RLA and its employees must safeguard not only the proprietary information it owns but also the proprietary information belonging to others that has been entrusted to the Company to be kept confidential from other customers. The policies include the following standards:

#### **Proprietary Information – Former Employment**

New employees will not be assigned work where they might reasonably believe that the Company intends that they use or disclose trade secrets belonging to their former employer. New employees should not take away from their former place of employment any information that could be considered proprietary by that employer, such as books, equipment, data storage media, tapes, computer printouts, notes generated while performing in the course of that employment, or any items that may have been purchased or produced by the former employer for the performance of the employee's work. Violation of this policy will result in appropriate disciplinary action that may include the dismissal of the employees involved.

Prospective employees who are employed at the time they are seeking employment with RLA should cooperate fully with the existing employer and continue to perform their work diligently until they terminate.

#### **Proprietary Information – Current Employees**

Employees who have access to proprietary information owned by RLA, its customers, or another company shall not disclose any such information, directly or indirectly, or use it for any purpose except as required in the course of their employment with RLA and in accordance with applicable copyright laws or the terms of any applicable confidentiality agreement. Any representation in writing, graphics, computer code, or other embodiment relating to any such information, whether prepared by the employees or otherwise, coming into their possession, shall be safeguarded from disclosure to unauthorized persons and removed from the premises of the company only in connection with performance of RLA business.

#### **Proprietary Information – Terminating Employees**

The obligation to preserve confidentiality of proprietary information acquired in the course of employment with RLA does not end upon the termination of employment with RLA. The obligation continues indefinitely until RLA authorizes disclosure, or until the proprietary information legally enters the public domain.

No such information shall be removed from RLA by a terminating employee without the prior written consent of an authorized RLA representative. Permission to retain such information



after termination must be in writing and approved by the RLA CEO or legal counsel prior to removal.

### **Proprietary Information – Competitors**

Acquired information about other organizations, including competitors, must be protected to the degree RLA protects its own data and must only be used for the purposes for which it was submitted. RLA employees may not attempt to obtain or use a competitor's proprietary information or trade secrets through any means except publicly available sources unless such information is disclosed by the competitor without restriction or it otherwise becomes available by legal means.

### **Privacy and Confidentiality – Employee Personal Information**

RLA respects the privacy and confidentiality of employee personal information acquired in the course of RLA business. To protect employee privacy, no employee shall access RLA records to obtain information about any current or former employees without an authorized business need to know, nor should they disseminate such information to any unauthorized person. RLA employees are obligated to protect personal and sensitive information that they have access to in the course of RLA business. Personal and sensitive information includes compensation data and personal data concerning employees of RLA and/or its affiliates. Confidential personal and sensitive information acquired in the course of RLA business shall not be used for personal advantage. Direct or indirect unauthorized disclosure, unauthorized removal, or negligent handling of personal and sensitive information may result in disciplinary action up to and including termination of employment.

### **Employee Resumes**

RLA requires that the resumes of its employees be used in connection with the solicitation of new business, and each employee authorizes the use of their resume for such purpose as a condition of their continued employment. Notwithstanding such authorization, and in order to ensure the resumes relied upon by RLA accurately reflect education and professional experience, it is RLA's general policy that a resume for anyone proposed to work on a contract may only be used with the approval of the individual(s) involved. In the case of consultants, the approval must be in writing. If the employee-approved resume is modified in any substantive way to accommodate the format of a particular proposal, it is the responsibility of the proposal manager to obtain, and maintain in the proposal file, a record of the employee's approval of the changes to their resume. Employees have a responsibility to ensure the information on their resume is true and accurate to the best of their ability.

### **Relationships with Customers and Suppliers**

RLA believes in fair and open competition. Under no circumstances should arrangements affecting pricing or marketing policies be entered into with competitors.

In any dealings with a customer, supplier, or other person or entity, no employee of the Company shall accept or give anything of significant value the purpose of which is, or could be interpreted as, attempting to influence bona fide business decisions.

In the case of employees of the U.S. Government and certain state or foreign governments, the offer, delivery, or promise of a gift or employment for the purpose of influencing official acts, or



as a reward for performing such acts, is a criminal offense. These statutes may apply to persons presently in office or selected for office and, in some situations, those retired from office. Under the "Gratuities" clause in U.S. government contracts, and also under criminal statutes, the offer of gifts or favors to gain favorable treatment in the award or performance of a contract will result in termination of the contract.

### **Relationships with Government Employees**

Even if acceptance of a gift or favor does not violate any criminal statute or RLA policy, it may violate the contracting agency's own regulations or standards of conduct. For example, the discussion of future employment could be construed as a gratuity, by providing the government employee "with a financial interest in our Company," unless the government employee has previously removed himself or herself from any involvement with RLA. Because of this concern, all government employees with whom RLA plans to discuss employment, as well as members of their families, must provide a written statement affirming they have or will disassociate themselves from matters involving RLA.

## **Other Important Standards of Conduct**

### **Government Audits and Investigations**

RLA will cooperate with authorized representatives of the government (e.g., auditors, investigators, attorneys, etc.) when such representatives request information or documents in possession of the Company to which the government has a legitimate right.

Typically, government officials will make such requests through designated corporate channels, but occasionally requests for information or documents will come directly to other RLA employees. Such inquiries that may include requests for RLA information or documents must be coordinated with RLA's counsel before any response is provided. In addition, it is recommended that employees who are contacted by a government attorney or investigator refer such inquiry to RLA's counsel before entering into any such discussion.

### **News Releases**

No RLA employee is authorized to make any statement or give any information related to the Company or any of its activities or comment on the plans and activities of RLA customers to the news media without prior clearance by the CEO. This policy is not intended to restrict communications but to ensure coordination of any discussions involving RLA or an RLA employee who, by virtue of his or her position, may be deemed to be speaking for RLA.

### **Accuracy in Marketing Materials**

RLA has a responsibility to portray accurately and honestly the capabilities of the Company's products and services in its marketing materials. Inaccurate, misleading, or exaggerated claims relating to RLA's performance, capabilities, products, or services can raise unreasonable expectations among RLA customers. Such claims can also result in RLA being forced to deliver products or services never originally intended at higher than expected cost to the Company. In the extreme, such claims could result in charges that RLA had engaged in false advertising and/or misrepresented its performance, capabilities, products, or services.



### **Use of Audio or Video Recording**

While audio- or video-recordings can sometimes provide a useful record, no employee shall audio- or video-record any business conversation, telephone call, or meeting without first informing and obtaining the consent to such recording from every participant.

### **Protected Materials**

At RLA, we respect the terms of copyright laws and licensing agreements. In compliance with these laws and agreements, RLA policy specifically forbids making, purchasing, or using unauthorized copies of protected materials, including computer software and documents.

### **Forensic Consulting**

Special approvals are required before RLA may enter into contracts for the Company to provide services that are intended to or are likely to result in presentations, reports, testimony, or other assistance in proceedings in courts, arbitrations, regulatory bodies, or legislative bodies. Also, care should be taken to avoid circumstances where RLA would provide consulting services advocating a position on behalf of one RLA client that is opposed to the interest of another. Prior written approval must be obtained from the RLA general counsel and the CEO before an employee negotiates or enters contracts involving such proceedings or conflicts.

### **Reporting of Violations of Code of Ethics**

If you have questions about the Code of Ethics and Standards of Conduct for Employees or are in doubt about the best course of action in a particular situation, you should seek guidance from the Company's CEO or general counsel. If you know of or suspect a violation of applicable laws or regulations or this Code, you must immediately report that information to the Company's CEO, general counsel, or a member of the RLA Board of Directors. Failure to report a suspected violation of this Code is itself a violation of this Code.

It is the policy of the Company not to allow retaliation for reports made in good faith by any employee of violations of this Code or any other illegal or unethical behavior. You are expected to cooperate in any internal investigations of misconduct.

### **Compliance with Code of Ethics**

All reported violations will be promptly investigated as appropriate and treated confidentially to the extent possible. The Company intends to use every reasonable effort to prevent the occurrence of conduct not in compliance with this Code and to halt any such conduct that may occur as soon as reasonably possible after its discovery. Employees who violate this Code and/or other Company policies and procedures will be subject to disciplinary actions, up to and including suspension or discharge.

In addition, disciplinary measures, up to and including suspension or discharge, will be taken against any Senior Officer who directs or approves infractions or has knowledge of them and does not promptly report and correct them in accordance with RLA policies.

RLA's management is committed at all levels to take disclosure communications seriously, listen carefully, investigate when necessary, and take appropriate corrective action when warranted. The Company takes complaints of retaliation and retribution very seriously. **Employees should understand that raising ethical concerns or reporting misconduct is expected, accepted, and protected activity.**



## **No Rights Created**

This Code does not constitute an employment contract or assurance of continued employment and does not create any rights in any Senior Officer, employee, customer, supplier, competitor, stockholder of the Company, or any other person or entity.

**Rose Li & Associates, Inc. is serious about being an ethical Company. Violations of the standards set forth in document will not be tolerated and will result in disciplinary action appropriate to the violation.**