

# **INTERACT FOR HEALTH AND RELATED ENTITIES**

## **Code Of Business Conduct And Ethics**

### **Introduction**

This Code of Business Conduct and Ethics (“Code”) covers a wide range of business practices and procedures. It does not cover every issue that may arise. Rather, it sets out basic principles to guide all directors, officers, and associates of Interact for Health and related entities (“Interact”). All individuals must follow this Code and seek to avoid even the appearance of improper behavior.

In addition to this Code, Interact has adopted a Code of Ethics for the President and CEO (“CEO”) and the Vice President, Operations, which establishes additional standards of conduct applicable to Interact’s CEO and all of its senior financial officers. The Code of Ethics for the CEO and the Vice President, Operations is attached as Appendix A.

This Code is a general statement of Interact policies concerning ethical business conduct. Interact’s Associate Guide contains specific guidance about Interact employment policies. This Code does not supercede the Associate Guide and associates must comply with the Associate Guide.

If an applicable law conflicts with a particular Code policy, an individual must comply with the law. If you have any questions about these possible conflicts, you should ask your supervisor how to handle the situation.

Associates who violate this Code will be subject to disciplinary action, up to and including termination of employment. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the compliance principles described in Section 14.

### **1. Compliance with Laws, Rules and Regulations**

Obedying the law is the basis on which Interact’s ethical standards are built. All associates must respect and obey the law. Although not all associates are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors or other appropriate individuals. As part of its ongoing educational processes, Interact will periodically conduct information and training sessions to promote compliance with applicable laws, rules and regulations.

When there is any doubt as to the lawfulness of any proposed activity, you should seek advice from your Vice President or from Interact’s legal counsel. Certain legal obligations and policies that are particularly important are summarized below. Further information on any of these matters may be obtained from Interact’s legal counsel.

### **2. Conflicts of Interest**

A “conflict of interest” may arise from activities, agreements or business interests that might cause you to place your own interests, or those of another, above your obligations to

Interact. Conflicts of interest may also arise when an associate, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her Interact position.

In most situations, a conflict of interest will exist when an Interact associate or officer independently and simultaneously works for, or with, a prospective grantee, grantee, consultant, vendor, or supplier. Associates must comply with Interact's Conflict of Interest Policy for Interact Staff. Associates should never use their Interact employment for personal advantage or seek special terms or price concessions for personal benefit from Interact grantees, vendors, or suppliers. Associates should not accept personal fiduciary positions or become an officer or director of any business without securing approval from Interact's CEO. Conflicts of interest are prohibited, except under guidelines approved, in writing, by the Board of Directors. Conflicts of interest may not always be clear-cut. Therefore, if a question arises, the associate should promptly consult with his or her supervisor. Any associate who becomes aware of a conflict or potential conflict should promptly notify his or her Vice President and consult the procedures described in the Conflicts of Interest Policy for Interact Staff. Directors and officers, in turn, should follow the Conflicts of Interest Policy for Directors and Officers.

### **3. Corporate Opportunities**

Associates, officers and directors are prohibited from taking advantage of personal opportunities that are discovered through the use of Interact property, information, or position – without the prior written approval of the Board of Directors. No director, officer or associate can use Interact property, information, or position for improper personal gain. No associate can compete with Interact, directly or indirectly while employed by Interact. Associates, officers and directors should advance Interact's legitimate interests when the opportunity to do so arises.

### **4. Best Business Practices**

We seek to accomplish our mission legally and honestly. Misappropriating proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each associate should respect the rights of, and deal professionally and legally with, Interact's grantees, suppliers, vendors, and competitors. No associate should take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other dishonest practice.

### **5. Business Entertainment and Gifts**

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working customer relationships. No gift or entertainment should ever be offered, given, provided or accepted by any Interact director, associate, associate family member, or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a kickback, bribe or payoff, and (5) does not violate any applicable laws or regulations. Please contact your supervisor with any questions about gifts or proposed gifts – before they are accepted.

## **6. Equal Employment Opportunity**

We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination, harassment, or retaliation of any kind based on an associate's statutorily-protected status. Further discussion of Interact's equal employment opportunity policies is contained in Interact's Associate Guide.

## **7. Health and Safety**

Interact strives to provide a safe and healthy work environment. Each associate has responsibility for maintaining a safe and healthy workplace by following safety and health rules and practices and promptly reporting accidents, injuries and unsafe equipment, practices or conditions.

Any acts or threatened acts of violence or intimidation will not be tolerated. Interact prohibits an associate reporting to work or working with alcohol or illegal drugs in his or her system. Further discussion of Interact's health and safety policies is contained in Interact's Associate Guide.

## **8. Business Records and Communications**

Interact requires true and complete recording and reporting of information in order to make responsible business decisions. For example, only the actual number of hours worked should be reported. Business expense accounts must be in compliance with Interact policy as well as documented and recorded accurately.

All of Interact's books, records, accounts and financial statements ("business records") must be maintained in reasonable detail and must accurately reflect Interact's transactions. Business records also must conform both to applicable legal requirements, accounting standards, and to Interact's system of internal controls. Falsifying business records may result in criminal prosecution, civil action, and/or disciplinary action up to and including termination of employment.

Business communications (oral, written, electronic) should be conducted in an authorized, professional, legal, and ethical manner. Exercise sound judgment and common sense. Records must be retained or destroyed according to Interact's record retention policies. In accordance with those policies, in the event of litigation (whether ongoing or anticipated) or governmental investigation, please consult Interact's counsel. Further discussion of Interact's social media and media contacts policies is contained in Interact's Associate Guide.

## **9. Confidential Information**

Do not disclose Interact's confidential and proprietary business information and trade secrets ("Confidential Information") to persons outside Interact without prior authorization from the CEO or authorized designee. You may not use Confidential Information for your own benefit or for the personal benefit of others. The term "Confidential Information" is further defined in the Associate Guide. Confidential Information also includes non-public information that prospective grantees or grantees provide to us. It also can include Confidential Information about our suppliers, vendors, and consultants that have been disclosed to Interact under obligation of

confidentiality. This confidentiality obligation continues after your separation from Interact. As defined in the Associate Guide, Confidential Information does not prohibit associates from discussing the terms and conditions of their employment with other associates, individuals outside Interact, or government agencies, or prohibit communications protected by law.

#### **10. Protection and Proper Use of Interact Assets**

Associates shall use Interact's equipment in an authorized, professional, legal, and ethical manner. Theft, carelessness, and waste have a direct impact on Interact's mission. Any suspected fraud or theft should be immediately reported to the Director of Management Services or authorized designee. Personal use of Interact's office equipment, software, and e-mail is discussed in Interact's Associate Guide.

As addressed in the Confidential Information section above, the protection of Interact's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, designs, databases, records, and any unpublished financial data and reports. Unauthorized use or distribution of this Confidential Information violates Interact policy. It also could be illegal and result in civil or criminal penalties. Further information about utilization of Interact's Information Technology is contained in the Associate Guide.

#### **11. Payments to Government Personnel**

No illegal payments of any kind are to be made to any local, state or federal government officials of the United States, or to government officials of any other country, territory or municipality at any time or under any circumstances. Moreover, no funds or other Interact assets are to be paid, directly or indirectly, to government officials or persons acting on their behalf or to representatives of other businesses for the purpose of influencing decisions or actions with respect to Interact's activities. Kickbacks or bribes to or from any person or entity are prohibited. You cannot use agents, consultants, independent contractors or other representatives to do indirectly what you could not do directly under this Code or applicable law, rules and regulations. Please contact the Director of Management Services or authorized designee with any questions.

#### **12. Waivers of the Code of Business Conduct and Ethics**

Any waiver of this Code, in whole or part, for executive officers or directors only may be made by prior written approval of the full Board.

#### **13. Reporting any Illegal or Unethical Behavior**

Associates must read Interact's **Policy for the Submission of Concerns** which describes Interact's formal procedures for the receipt, retention, and treatment of Concerns received by the Chair of the Audit Committee. This policy is intended to provide an independent mechanism for associates to raise good faith Concerns and to protect those who report those Concerns, or who participate in the investigation of a Concern, from retaliation.

## 14. Compliance Principles

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it may be difficult to know if a violation has occurred. Since we cannot anticipate every situation that can arise, the following steps will assist you in your decision-making process:

- Make sure you have all the facts. In order to reach the correct solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use sound judgment and common sense.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the issue or concern.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember it is your supervisor's responsibility to help solve problems.
- Seek help from Interact resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, contact the Director of Management Services or authorized designee.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will, to the extent possible, be protected, consistent with the need to conduct a complete investigation. Interact does not permit retaliation against associates for good faith reports of ethical violations or for participating in any investigation.
- Always ask first before you act: If you are unsure of what to do in any situation, seek guidance before you act.

Each employee, officer and director is responsible for promptly reporting to Interact any circumstances that such person believes in good faith may constitute a violation of this Code or any other Interact policy, or applicable law, regulations or rules.

Anonymous reporting does not serve to satisfy a duty to disclose your potential involvement in a conflict of interest or in unethical or illegal conduct.

**This Code of Business Conduct and Ethics policy should not be interpreted to prohibit associates from discussing the terms and conditions of their employment with other associates, individuals outside Interact, or government agencies, or to prohibit communications protected by law.**

Adopted by the Board of Directors on March 10, 2004. Approved as amended by The Health Foundation of Greater Cincinnati Board of Directors on June 16, 2006. Health Foundation Fund changed name to InterAct for Change March 2007. The Health Foundation of Greater Cincinnati changed name to Interact for Health, and Vice President Finance changed title to Executive Vice President Finance August 2013. Approved as amended by the Interact for Health Board of Directors on June 17, 2016.

**CODE OF ETHICS  
FOR  
CEO AND VICE PRESIDENT, OPERATIONS**

Interact has a Code of Business Conduct and Ethics applicable to all Interact directors, officers and associates. The President and Chief Executive Officer (the “CEO”) and the Vice President, Operations are bound by the provisions set forth therein. In addition to the Code of Business Conduct and Ethics, the CEO and Vice President, Operations are subject to the following additional specific policies:

**15.** The CEO and Vice President, Operations shall promptly bring to the attention of the Chair of the Audit Committee any information they may have concerning (a) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Interact’s ability to record, process, summarize and report financial information; and (b) any fraud, whether or not material, that involves management or other associates or has a significant role in Interact’s internal control over financial reporting.

**16.** The CEO and Vice President, Operations shall promptly bring to the attention of the Chair of the Audit Committee any information that he or she may have concerning any violation of Interact’s Code of Business Conduct and Ethics.

**17.** The CEO and Vice President, Operations shall promptly bring to the attention of the Chair of the Audit Committee any information he or she may have concerning evidence of a material violation of the laws, rules or regulations applicable to Interact and the operation of its business, by Interact or any agent thereof, or of any violation of these additional procedures.

Approved by The Health Foundation of Greater Cincinnati Board of Directors on March 10, 2004. Approved as amended by The Health Foundation of Greater Cincinnati Board of Directors on June 16, 2006. Health Foundation Fund changed name to InterAct for Change March 2007. Revised December 16, 2009 to include all entities and to add signature page. The Health Foundation of Greater Cincinnati changed name to Interact for Health, and Vice President Finance changed title to Executive Vice President Finance August 2013. Approved as amended by the Interact for Health Board of Directors on June 17, 2016.

**ACKNOWLEDGEMENT OF RECEIPT**

I have received a copy of Interact for Health and Related Entities' Code of Business Conduct & Ethics as revised June 17, 2016. I understand I am responsible for reading it.

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Signature of Associate

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Name of Associate (Printed)

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Date of Signing