



**USC** University of  
Southern California

## THIRD-PARTY INTEGRITY AND ACCOUNTABILITY CODE

OUR SHARED COMMITMENT

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# A Message to Our Third Parties

## OUR SHARED COMMITMENT

At USC, our culture is defined by not only what we do, but how we do it.

We act with **integrity** in the pursuit of **excellence**, we embrace **diversity, equity and inclusion** and promote **well-being**, and we engage in **open communication** and take **accountability** for living our values.

We keep our promises and are open and honest with our faculty, staff and, of course, you – our supplier, vendor, agent or subcontractor (“Third Party”).

We appreciate your commitment to helping us honor and shape our culture, and ask that you look to our Third-Party Integrity and Accountability Code (“Code”) to learn more about our values. They are at the heart of everything we do.





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# Integrity – Do the right thing

## USC’S CULTURE – WORKING WITH INTEGRITY

We focus on integrity in all we do. Our Third Parties are a vital part of how we achieve our mission, and we must work together to do the right thing in all of our dealings. When working with us or on our behalf, we expect you to perform at the highest standard of business conduct, and to make sure **your** employees and Third Parties do the same. Links to USC policies are provided throughout the document to ensure our Third-Party partners understand the standards to which our employees adhere.

## FOLLOWING THE LAW

We are committed to following the law and applicable standards in all that we do. We always expect you to conduct your business in full compliance with all applicable law and regulations; and to follow organizational codes, policies and guidelines (including this one) when working with us or on our behalf. If you find more than one law, regulation or policy applies, follow the stricter standard. Also, use good judgment and ask questions whenever you’re unsure about the right thing to do.

## YOUR VOICE – ASKING QUESTIONS AND SHARING CONCERNS

If you see any violations of our Code, our policies, our guidelines or the law in connection with the work you do for us, speak up. You can report concerns to your USC contact or through the university’s Report & Response.

In addition to the examples of inappropriate conduct listed within various university policies and the [Integrity and Accountability Code](#), you may utilize the Report & Response to report any concern to the university. These concerns may include safety and security issues (non-emergency), harassment and/or discrimination in the workplace, compliance breaches, theft and/or fraud, unprofessional conduct and conflicts of interest.

When you speak up, know that you can do so without fear. We prohibit all forms of retaliation against anyone who comes forward in good faith, and we will make every reasonable attempt to ensure that concerns are addressed appropriately.



## THE USC REPORT & RESPONSE

The Report & Response website is an easy-to-use online location where USC community members can report concerns and get the support they need. In addition to the Report & Response website, you may also report concerns by calling 213-740-2500 or 800-348-7454 (toll-free). This number is staffed by live operators 24 hours a day, 7 days a week.





# Excellence – Bring your best self

## STRIVING TO BETTER SOCIETY

As a premier academic, research and medical institution, excellence is what we strive for – excellence in serving our students, our faculty, our staff, our patients and our communities. As a Third Party, you support and advance our mission through a commitment to continuous improvement, innovation, collaboration and academic and research integrity.



Strive to create a culture where your employees know to:

- *Achieve excellence through collaboration and continuous improvement.*
- *Seek continuous feedback and learn from mistakes.*
- *Respect rigorous standards for learning, creating, teaching and research.*
- *Ensure all documentation and published findings are accurate, complete and unbiased.*
- *Never tolerate acts of plagiarism, falsification or fabrication of data or other forms of misconduct.*
- *Have policies and procedures in place for handling allegations of misconduct.*
- *Understand and follow all copyright laws and the Fair Use Doctrine.*
- *Protect intellectual property and ownership interests.*
- *Follow all applicable protocols for the protection of human and animal research subjects.*

## MEETING HEALTHCARE OBLIGATIONS

The highest priority of Keck Medicine of USC, as well as the university functions that provide medical care, is delivering exceptional, compassionate care to patients and their families. We believe that all patients are entitled to equal access to care, to being treated with respect, and to the privacy and the confidentiality of their medical and financial records.

If you are a Third Party providing medical or healthcare services, we require you to share in our commitment.

Deliver high-quality care with kindness and consideration, by always making sure to:

- *Treat patients and their families with respect and dignity.*
- *Provide quality care that is safe, appropriate and medically necessary.*
- *Meet or exceed quality expectations. Ways to do so include:*
  - *Providing safe and dependable products, services and technologies.*
  - *Appropriately labeling products, delivering them on time and ensuring they meet inspection, testing, quality and safety regulations.*
  - *Never making changes to product specifications, designs, materials or processes without our express authorization.*
- *Respond to individual healthcare needs; make reasonable efforts to accommodate individual preferences.*
- *Help patients understand and exercise their rights.*
- *Provide accurate and timely responses to patients' questions.*
- *Ensure that patients receive care in a safe setting free from all forms of abuse or harassment.*
- *Follow all federal and state healthcare program requirements.*
- *Disclose any potential conflicts of interest.*
- *Make sure that meaningful, timely, complete and clinically pertinent medical records are documented for all patients.*
- *Report and prevent all fraud, waste and abuse.*
- *Understand and follow all applicable laws.*
- *Cooperate with and adhere to all USC and Keck Medicine's legal or compliance-related initiatives.*



# Excellence – Bring your best self

## AVOIDING CONFLICTS OF INTEREST

A conflict of interest may occur whenever a competing interest interferes with our ability to make an objective decision on behalf of USC. We use good judgment and avoid situations that can lead to even the appearance of a conflict, and we expect the same from you.

Be sure to:

- *Avoid conflicts of interest whenever possible.*
- *Disclose any conflicts, or potential conflicts, that cannot be avoided.*
- *Be alert to conflicts that may arise between work being performed under contract with USC and other activities.*
- *Prevent acts of bribery and corruption by:*
  - *Understanding the differences between bribery and appropriate gift giving.*
  - *Never paying or accepting bribes or kickbacks for any reason.*
  - *Having additional restrictions for government officials.*
  - *Keeping accurate records of all transactions to help prevention and detection.*



**To learn more about how USC expects its employees to conduct themselves**

**Conflict of Interest and Commitment Policy**

**Gifts and Hospitality Policy**

**Relationship with Industry Policy**

## COMPETING FAIRLY

We embrace the principle of a free and open market, and we work with those who compete fairly in the marketplace. It helps ensure organizations thrive and succeed based on the value they provide, not unfair business practices.

To compete fairly, always:

- *Be transparent in all of your dealings, and be honest about your relationship with us.*
- *Avoid discussions about competitively sensitive matters.*
- *Avoid agreements that inappropriately limit competition, including ones to:*
  - *Fix prices or terms of sale.*
  - *Divide markets, customers or territories.*
  - *Prevent competitors from entering the market.*
- *Follow antitrust and fair competition laws.*





# Diversity, Equity and Inclusion – We all belong

## BUILDING A WELCOMING COMMUNITY

We work hard to help build and sustain a welcoming community where everyone is valued and all can thrive. As our Third Party, we ask that you share in our commitment to the development of human beings and society. Foster a community in which you solicit, embrace and share diverse viewpoints.

You can do so by encouraging employees to:

- Take responsibility for creating an environment where all voices are heard.
- Value different experiences, cultures, perspectives and identities.
- Share openly and honestly, while also being open to the views of others.
- Take inventory of any explicit or implicit biases before making decisions.



## PROMOTING EQUAL OPPORTUNITY AND NON-DISCRIMINATION

We embrace the diversity and uniqueness of individuals and cultures and the varied perspectives they provide. At USC, we celebrate diversity, respect others and do our part to create an equitable and inclusive work environment.

We also require our Third Parties to do the same. Honor differences and never make decisions based on protected characteristics including but not limited to race, color, religion, sex (including sexual orientation or gender identity or expression), national origin, age, disability, genetic information or veteran status. For a complete list of protected characteristics, visit [USC's Notice of Non-Discrimination Statement](#).



To learn more about how USC expects its employees to conduct themselves

[Prohibited Discrimination, Harassment and Retaliation](#)

## PROTECTING THE RIGHTS AND DIGNITY OF MINORS

As a university that educates, hosts and employs individuals under the age of 18, we have a special duty of care when it comes to minors. Hence, we have set forth certain operational requirements to enhance youth protection.

When working with or on behalf of USC, help ensure the safety and security of the youth in your care by:

- Registering all covered activities as defined in the Protecting Minors Policy with the university's Office of Youth Protection and Programming 60 days prior to the start date.
- Requiring advance clearance of a criminal background check in compliance with [California Bus. & Prof. Code § 18975](#) for anyone who will be in direct contact with a minor.
- Requiring all cleared individuals to self-report arrests, charges and convictions after completion of their background checks.



To learn more about how USC expects its employees to conduct themselves

[Protecting Minors Policy](#)

- Training everyone having direct contact with minors to prevent, recognize and respond to child abuse and neglect, and to maintain appropriate physical and emotional boundaries.
- **Immediately** reporting any suspected abuse, neglect or any other inappropriate behavior or serious concerns involving minors to the proper agencies in accordance with [California Penal Code §§ 11164-11174.3](#) and to the Office of Youth Protection and Programming, enforcing additional parameters to prevent incidents going forward.
- Reviewing and agreeing to comply with all aspects of the Protecting Minors Policy.



For up-to-date information about the content of mandatory training, required frequency of training, and certifications, please visit the [USC Office of Youth Protection and Programming training webpage](#).

# Well-being – Honor the whole person

## CARING FOR ONE ANOTHER

We are committed to caring for each other, encouraging compassion and empathy and creating an environment where everyone can thrive. We expect you, as a Third Party, to share our commitment to a respectful community free from intimidation, harassment, exclusion, discrimination, retaliation, threats, crime and other harmful behaviors. Keep in mind that these behaviors can happen at any location and can come from both employees and Third Parties.

To promote respect and care for one another, it's important to:

- *Treat everyone with fairness and civility.*
- *Listen to others with curiosity and an open mind.*
- *Consider your impact on others – not just your intent.*
- *Never base work decisions on protected characteristics (e.g., race, religion, age or gender).*



To learn more about how USC expects its employees to conduct themselves

**Prohibited Discrimination, Harassment and Retaliation**

## PRIORITIZING HEALTH AND SAFETY

At USC, we prioritize the health and safety of everyone in our community, so we look out for each other and take action any time we encounter a health or safety hazard. As a Third Party, it is part of your responsibility to uphold our commitment to protecting the health and safety of our students, faculty and visitors.

This means we expect you to:

- *Employ your own health and safety systems and work practices to reduce the risk of injuries.*
- *Establish appropriate site-specific health and safety plans where applicable.*
- *Use safe equipment, operate it in ways that are consistent with the manufacturer's requirements and implement job-relevant health and safety training.*
- *Keep emergency plans and response procedures in place.*

## WORKING FOR A SUSTAINABLE FUTURE

At USC, we believe that sustainability must become an integral part of everything we do. We take steps to create a more sustainable and climate-secure tomorrow and prioritize working with those who do the same.

Do your part to promote sustainability efforts. Always:

- *Work in ways that enhance, rather than degrade, the environment and communities around you.*
- *Reduce waste and use energy and natural resources efficiently.*
- *Treat the climate emergency as an emergency and reduce your emissions accordingly.*



### PUBLIC SAFETY EMERGENCY CONTACT INFORMATION

Ensure your employees are familiar with the University Emergency Procedures and Department of Public Safety Emergency phone number, (213) 740-4321.

## HONORING HUMAN RIGHTS

We want to make a positive impact on people's lives in communities around the world. That's why we require that everyone we work with respect basic rights in everything you do.

This means you:

- *Comply with laws prohibiting forced or compulsory labor, child labor and human trafficking.*
- *Provide employees with reasonable working hours, fair wages and safe working conditions.*
- *Respect employees' rights to join unions and speak openly about working conditions.*





# Open Communication – Share openly and honestly

## COMMUNICATING RESPONSIBLY

Delivering consistent and accurate messaging about USC is very important to us. That’s why we ask that you never speak publicly on our behalf and that you refer any requests for information to your designated USC contact. Also, use social media responsibly, never sharing confidential, proprietary, or other non-public information about USC, nor using or sharing USC’s intellectual property, and never misrepresenting your relationship with us. We expect that you refrain from disclosing your relationship with USC in marketing materials or on your website without our prior written consent.



## PROTECTING PERSONAL AND CONFIDENTIAL INFORMATION

Our colleagues, students, prospective students, patients, research participants and others trust us to handle their personal information with care. We honor that trust by respecting their privacy and taking steps to protect their personal information. In addition to personal information, you may also be provided access to confidential information related to our operations, as well as information entrusted to us by other third parties. We keep all personal and confidential information secure, protecting it from loss, misuse and inappropriate access or disclosure, and we expect you to do the same.

To share in our commitment, always:

- *Respect the privacy of others and follow all applicable data privacy laws and best practices.*
- *Keep personal and confidential information safe and secure.*
- *Use data security best practices when handling and storing personal and confidential information.*
- *Collect, use, store and disclose only the minimum amount of personal and confidential information necessary to perform the contractual service(s).*
- *Only share personal and confidential information on a need-to-know basis as permitted by contractual agreements, organizational policies and the law. Report suspected or actual data privacy incidents in accordance with contractual requirements.*

## PROTECTING INSIDE INFORMATION

Through our work, we may become aware of information about a company that is not known to the public and could affect the price of securities (“inside information”). We never trade on inside information, tip others so they may trade or share inside information with those who don’t need the information to do their job.

As our Third Party, we require the same. If you have been exposed to inside information, be careful not to trade in any publicly traded securities or disclose such information to others unless it’s for a legitimate business reason.



## PARTICIPATING IN POLITICAL ACTIVITIES AND THE LEGISLATIVE PROCESS

We believe in the rights of our faculty, staff and students to participate in the political process. Also, we are careful to respect all lobbying and political compliance laws at the local, state and federal levels. Unless otherwise stated in your contract, you may not engage in any activity on behalf of USC that would constitute “lobbying” under the Internal Revenue Code or any other applicable federal, state or local law without express prior written consent of USC.

As our Third Party, know that there may be times at work when we discuss topics about which we are passionate such as politics. You may hear others sharing positions that differ from your own. In such circumstances, seek to listen to others’ perspectives. Doing so helps us protect the rights of free speech and academic freedom, which go hand-in-hand with the responsibility to provide an inclusive and safe environment for all – including you.





# Accountability – Take responsibility

## USING UNIVERSITY RESOURCES

A wide variety of resources go into operating our university. We have invested a great deal in these assets and expect you, our Third Party, to respect them and protect them from theft, loss, damage or misuse. Doing so helps us achieve our goals, including efficient and sustainable operations and the reduction of waste.

Partner with us in these pursuits by making sure you:

- *Treat USC property with the same care and respect with which you treat your own and in accordance with the Misappropriation of University Assets Policy.*
- *Use USC property or resources only as needed for the work you are performing for USC. USC property or resources may never be used for personal or non-USC business purposes.*
- *Secure USC property and equipment by locking items and completely shutting down computer systems when not in use.*
- *Follow applicable USC information systems policies to protect our information networks, computers, programs and data.*
- *Protect against cyberattacks by keeping up to date on any antivirus software, using strong passwords or passphrases and never clicking on links or downloading attachments from unknown senders.*

## UPHOLDING OPERATIONAL CONTINUITY

We need to be ready for any challenge or emergency affecting our campus and operations, so that we can continue to function effectively while thriving in the face of change.

As our Third Party, be equally prepared with business continuity processes and systems in place to ensure recovery and restoration of your critical business functions during an emergency. That includes working continuously to improve your internal controls and establishing objectives and plans to correct any deficiencies.



To learn more about how USC expects its employees to conduct themselves

**Misappropriation of University Assets Policy**

## IMPORTING AND EXPORTING GOODS, INFORMATION AND SERVICES

USC requires that its business partners, suppliers and vendors adhere to export control regulations and requirements. As our Third Party, you have a responsibility to follow all laws and requirements that apply to the export of items or information in connection with your dealings with the university. This includes providing export classifications under the Export Administration Regulations (EAR) and/or the International Traffic in Arms Regulations (ITAR) to the extent you are providing items or information that is export controlled.

If you are engaged on behalf of the university to export items or information to a foreign country, you are obligated to cooperate with the university's assessment of potential export control obligations and to adhere to any direction or instruction the university may provide to ensure that applicable export control regulations are followed.

## ENSURING THE INTEGRITY AND ACCURACY OF RECORDS

Our books and records form the basis of our strategic decisions, so they must always remain full, fair, accurate, timely and understandable. We expect your records to reflect the same high standards.

You can do so by making sure you:

- *Are truthful. Never falsify any transactions or record any misleading entries.*
- *Carefully follow all legal requirements and controls and make sure all records are supported by proper documentation.*
- *Manage records responsibly. Know and follow all policies related to handling, storage and disposal of records. If you receive a legal hold notice, follow its instructions on maintaining the information it covers.*

