

BOSTON UNIVERSITY
CODE OF ETHICAL CONDUCT

OCTOBER 2012

As an institution dedicated to the search for truth through teaching, scholarship, and research, Boston University is committed to excellence and integrity in all its endeavors. In this way, Boston University will maintain the trust and confidence of both the University community and the public. The University's reputation is one of its most valuable assets.

Boston University trustees, officers, and employees are expected to undertake their responsibilities on the University's behalf with diligence and professionalism and to comply with the highest standards of honesty, integrity, and fairness. This includes, but is not limited to, being respectful of the rights of others and forthright in all dealings with members of the University community as well as third parties; protecting the privacy of confidential information; and compliance with all applicable laws, rules, and regulations. University representatives should not place their personal interests above the best interests of the University; even the appearance of impropriety must be avoided.

A. Scope.

This Code of Ethical Conduct applies to all Boston University trustees, officers, and employees (collectively, the "Covered Parties"). It is not intended to replace, and may be supplemented by, specific University policies that have been adopted in the past and that may be adopted in the future. This Code may be amended or supplemented from time to time by the Board of Trustees or the Audit Committee of the Board.

B. Purpose.

The University has upheld and will continue to uphold the highest levels of ethics and integrity in all its affairs. To this end, this Code of Ethical Conduct serves (1) to emphasize the University's commitment to ethical conduct and compliance with the law; (2) to set forth basic standards of ethical and legal behavior; (3) to provide reporting mechanisms for known or suspected ethical or legal violations; and (4) to help prevent and detect wrongdoing.

Given the variety and complexity of ethical questions that may arise in the course of carrying out the University's business, this Code can serve only as a general guide. Confronted with ethically ambiguous situations, Covered Parties should keep in mind the University's commitment to the highest ethical standards and seek advice from appropriate sources so as to ensure that this commitment is honored at all times.

C. Ethical Standards.

1. *Conflicts of Interest.*

Trustees, officers, and employees of Boston University serve the public trust and are required to fulfill their responsibilities with care and loyalty. All decisions and actions of the board and the administration are to be made for the sole purpose of advancing the best interests of the institution and the public good. The integrity of Boston University must be protected at all times, and the fiduciary relationship of trustees, officers, and employees to Boston University must be honored in both actuality

and appearance. A conflict of interest exists when a University representative's direct or indirect personal interests are inconsistent with or interfere with the best interests of the University. The University's conflict of interest policy sets forth in detail the standards and procedures to be followed when dealing with situations that may present a conflict of interest.

2. *Corporate Opportunities.*

Covered Parties owe a duty to the University to advance its legitimate interests whenever possible, and they are prohibited from taking for themselves opportunities that are discovered through the use of University property, information, or position without the prior written consent of the University. No Covered Party may use University property, information, or position for improper personal gain, and no employee may directly or indirectly compete with the University.

3. *Fair Dealing.*

Whenever they act on the University's behalf, and regardless of whether they are dealing with colleagues or third parties, Covered Parties are required to act honestly, in good faith, and with professionalism. No Covered Party may take unfair advantage of another person through harassment, manipulation, abuse of privileged information, misrepresentation of material facts, or any other unfair practice. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or wrongfully inducing such disclosures by past or present employees of other organizations is prohibited.

4. *Confidentiality.*

Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate officer of the University or required by law. Confidential information includes all non-public information that might be of use to competitors or other third parties or harmful to the University or its constituencies if disclosed; it also includes information that third parties have entrusted to the University. The obligation to preserve confidential information continues even after employment ends.

5. *Protection and Proper Use of University Assets.*

Covered parties should protect the University's assets and ensure their proper and efficient use. Theft, carelessness, and waste have a direct impact on the University's operations. Any suspected incident of fraud or theft should be immediately reported for investigation. University facilities and equipment should not be used for non-University business, although incidental personal use may be permitted.

The obligation of Covered Parties to protect the University's assets includes, but is not limited to, its proprietary information. Proprietary information includes intellectual property such as patents, trademarks, and copyrights, as well as business plans, databases, records, employment information, and any unpublished financial data and reports. Unauthorized use or distribution of this information violates University policy and may also be illegal and result in criminal and/or civil liability.

6. *Compliance with Laws, Rules, and Regulations.*

Obedying the law, both in letter and in spirit, is the foundation on which the University's ethical standards are built. In conducting the affairs of the University, Covered Parties must comply with applicable laws, rules, and regulations at all levels of government in the United States and in any other

jurisdiction in which the University does business. Although not all Covered Parties are expected to know the details of these laws, it is important to know enough about applicable federal, state, and local laws to determine when to seek advice from supervisors or other appropriate personnel. When in doubt, ask.

7. *Timely and Truthful Public Disclosures.*

Covered Parties involved in the preparation of financial and other reports and documents (and information included therein) filed with or submitted to federal, state, and local authorities by the University are required to make disclosures that are full, fair, accurate, timely, and understandable. They may not knowingly conceal or falsify information, misrepresent material facts, or omit material facts necessary to avoid misleading the authorities or the University's independent auditors. The same standards apply to other public communications made by the University.

8. *Significant Accounting Deficiencies.*

The President and the Senior Vice President, CFO, and Treasurer should promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls over financial reporting which could adversely affect the University's ability to record, process, summarize, and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the University's financial reporting, disclosures, or internal control over financial reporting.

D. Administration.

1. *In General.*

This Code of Ethical Conduct has been adopted by the Board of Trustees and is to be administered by or at the direction of the Audit Committee of the Board. In general, matters arising under this Code involving University trustees and officers are subject to the review of the Audit Committee. Matters involving other Covered Parties are subject to the review of a Compliance Committee consisting of the University Provost; the Medical Campus Provost; the Senior Vice President, General Counsel, and Board Secretary; the Senior Vice President, CFO, and Treasurer; the Senior Vice President for Operations; the Associate Vice President for Internal Audit; and the Chief Human Relations Officer.

2. *Reporting Known or Suspected Violations.*

University trustees and officers are required to report promptly any known or suspected violations of this Code to the Chairman of the Audit Committee. All other Covered Parties should bring any known or suspected violations to the attention of their supervisors or the Compliance Committee, anonymously and confidentially through EthicsPoint (an independent reporting service), at 1-866-294-8451, www.bu.edu/ethics, or Boston University Compliance Committee, c/o EthicsPoint, P.O. Box 230369, Portland, Oregon 97223. No retaliatory action of any kind will be permitted against anyone making such a report in good faith, and the University's Audit Committee will strictly enforce this prohibition.

3. *Accountability for Violations.*

If the Audit Committee or the Compliance Committee (or a designee) determines that this Code has been violated, including (without limitation) by failure to report a violation or by withholding information relating to a violation, the offending Covered Party may be disciplined, with penalties up to and including removal from office or termination of employment. Violations of this Code may also

constitute violations of law and may result in criminal and/or civil liability for the offending Covered Party and the University. All Covered Parties are required to cooperate in internal investigations of possible misconduct.

E. Guidance.

All University trustees, officers, and employees must work together to ensure prompt and consistent enforcement of this Code of Ethical Conduct. In some situations, it may be difficult to know if a violation has occurred. Because it is impossible to anticipate every situation that will arise, it is important to be able to approach a new question or problem with confidence. Trustees and officers having questions about their obligations under this Code or any other University policy should consult the Chairman of the Audit Committee; all others should consult their supervisors or the Compliance Committee.