

FRA CODE OF BUSINESS ETHICS AND CONDUCT PROGRAM

Fermi Research Alliance, LLC (FRA) has a firm commitment to fair and ethical behavior and FRA's reputation for adhering to high ethical standards is one of its most valuable assets. This Policy Memorandum establishes the FRA Code of Business Ethics and Conduct Program for all FRA employees (including Corporate Officers) and incorporates existing FRA and Fermilab policies and procedures. Principally, this Program is composed of Code of Business Ethics and Conduct, an Employee Awareness Program, a reporting system which enables employees to report suspected violations of this policy, and an Internal Control System.

Code of Business Ethics and Conduct

- I. The FRA Code of Business Ethics and Conduct incorporates and is composed of the following:
 1. The FRA Employee Standards of Conduct including: Gratuities, Conflicts-of-Interest, and Outside Employment, attached;
 2. The FRA Conflicts of Interest Policy, attached;
 3. The Code of Conduct set forth in the Director's Policy Manual found at
 4. <http://directorate-docdb.fnal.gov/cgi-bin/ShowDocument?docid=5>
 5. The Standards of Conduct set forth in the Fermilab Personnel Policies maintained by the Workforce Development and Resources Section and found at <http://wdrs.fnal.gov/policies/toc.html>;
 6. The Outside Employment/Consulting Policy set forth in the Fermilab Personnel Policies maintained by the Workforce Development and Resources Section and found at <http://wdrs.fnal.gov/policies/toc.html>;
 7. The Anti-Nepotism Policy set forth in the Fermilab Personnel Policies maintained by the Workforce Development and Resources Section and found at <http://wdrs.fnal.gov/policies/toc.html>;
 8. The FRA Financial Interest Disclosure Policy set forth in the Fermilab Personnel Policies maintained by the Workforce Development and Resources Section and found at http://wdrs.fnal.gov/section/disclosure_form.pdf; and
 9. The Fermilab Procurement Policies and Procedures Manual maintained by the Business Services Section and found at <https://fermipoint.fnal.gov/organization/fin/fin-prc/General%20Forms%20%20Documents/Procurement%20Manual.pdf>

All FRA employees, officers, directors, managers, and agents, are required to comply with these standards, together with applicable local, state, and federal laws and any applicable grant and contractual requirements. As an FRA employee, any actions that you take in the course of your day-to-day activities and in relationships with customers, suppliers, contractors, and others is expected to be fully justifiable and not to be a cause for concern, or bring unfavorable publicity or embarrassment to FRA if disclosed. These standards apply to your conduct both on and off the job. You are expected to avoid unethical actions and/or Conflicts of Interest (both actual and the appearance of a Conflict), as well as report any Conflicts.

II. Code of Business Ethics

In addition to the requirements of the above-stated policies, FRA employees (including Corporate Officers) shall:

1. Reject any plan, transaction, or arrangement involving unlawful or unethical conduct;
2. Avoid any arrangement, agreement, investment, employment, relationship, act, or interest that is, or appears to be, contrary to the best interests of the or its customers, or that in any way might impair the objective performance of duties or the exercise of independent judgment or action with respect to the interests of FRA or its customers;

3. Protect and maintain the security of confidential, proprietary, and privileged information related to FRA or associated with its activities, including financial data related to operations of FRA. Such information includes that furnished by customers, suppliers, contractors, or others under conditions of confidentiality; and
4. Provide professional and impartial opinions and judgments and act in accordance with the best interests of FRA and its customer

III. Code of Conduct

Since there may not always be existing regulations or standards to guide you in every situation, you are expected to apply your own high personal sense of ethics, which should extend beyond minimum compliance with applicable laws, in the day-to-day performance of company business. In addition to the requirements of the above-stated policies, FRA employees (including Corporate Officers) shall:

1. Treat others with respect and dignity – your coworkers, clients, vendors, and all others with whom you interact on behalf of FRA;
2. Maintain a safe workplace to protect and preserve the well-being of FRA staff, the public, and the environment;
3. Comply with the laws, regulations, and contractual obligations, policies, and professional standards governing Fermilab's business;
4. Be honest in your communications, activities, and relationships. All business information and records must be accurate and complete. Failure to provide complete information is just as unacceptable as providing false information;
5. Maintain the confidentiality of the sensitive information of Fermilab and those with whom we do business;
6. Respect the intellectual property rights of others and report promptly all inventions and intellectual property developments to appropriate FRA personnel;

IV. Conflicts of Interest

In addition to the requirements of the above-stated policies, FRA employees (including Corporate Officers) shall:

1. Avoid conflicts of interest of any kind (actual conflicts or the appearance of a conflict) , including those that might arise between your FRA responsibilities (including interactions with the Department of Energy or business partners of FRA) and your personal activities and relationships. If a conflict arises, disclose it to FRA management immediately;
2. Do not solicit gifts or gratuities. Do not accept anything that others could think obligates you to the giver. Do not offer a gift or gratuity unless you know it is legally permitted. Bribes and kickbacks are always prohibited;
3. Do not make unauthorized business commitments. You should always comply with established delegations of authority

V. For ease of use, the following documents pertain to standards of conduct and conflicts of interest for our Partnership and Technology Transfer page.

1. [Personal/Financial Conflict of Interest \(COI\)](#) (doc)

2. [Organizational Conflict of Interest \(OCI\) Determination](#) (doc)
3. [Organizational Conflict of Interest \(OCI\)](#) (doc)

Employee Awareness Program

To assist employees, this FRA Code of Business Ethics and Conduct Program will foster ongoing awareness. All employees will continue to receive an annual written reminder outlining their duty to comply with this FRA Code of Business Ethics and Conduct Program. Additionally, all employees will be required to complete annual online training through their Individual Training Needs Assessments (ITNAs).

Internal Control System

To ensure program effectiveness, FRA has an internal control system that facilitates timely discovery of improper conduct in connection with Government contracts and ensures corrective measures are promptly instituted and carried out. FRA's internal control system provides for periodic reviews of company business practices, procedures, policies, and internal controls for compliance with this Code of Business Ethics and Conduct and the special requirements of Government contracting; utilize the Fermilab Action Line (extension 4000, or 630-840-4000 from off-site) through which employees may report suspected instances of improper conduct, and instructions that encourage employees to make such reports; Additionally FRA conducts both internal and external audits, as appropriate; and takes disciplinary action for improper conduct.

When unsure whether an action complies with this FRA Code of Business Ethics and Conduct ask yourself the following questions:

- Is the action legal?
- Is it ethical?
- Does it comply with or contravene FRA policy?
- Might it appear inappropriate?
- If it became known, might it result in embarrassment either within or outside FRA or DOE?

If there is, or appears to be, an issue that you are unable to resolve, you should consult your supervisor, manager, Human Resources, the Fermilab Action Line or the Office of General Counsel.

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