



Re: Population Council External Research Collaborator Program Agreement

Dear Simona Simona,

We are pleased to appoint you as a member of the Population Council's (the "Council") External Research Collaborator Program. In order to ensure the advancement of its mission in an efficient and desirable manner, the Council is providing you with this Agreement. This Agreement is intended both to serve that objective, and to inform External Collaborators of the scope of activities they assume in joining the Council's endeavour to improve the well-being and reproductive health of current and future generations around the world and to help achieve a humane, equitable, and sustainable balance between people and resources.

Accordingly, following are the Terms and Conditions of your affiliation with the Council's External Research Collaborator Program. Please read them carefully and indicate your understanding and full acceptance by initialing and signing in the spaces provided.

- 1. Duration.** The dates of your affiliation as an External Collaborator with Population Council are beginning on September 1, 2022 and ending on August 31, 2024. This program requires a 2-year engagement term and is contingent upon your successful involvement in the program. Your program affiliation may otherwise be terminated according to the terms specified in Paragraph 8 below.
- 2. Program Description and Scope of Activities.** Program affiliation is not an employment arrangement. Participants are not Council employees and will utilize their own equipment, email, and supplies. Participants cannot represent the Council as an employee. By signing this agreement, you confirm that you understand this is not an offer of employment, and also that there is no offer or expectation of future employment with the Council. Collaborators will not be retained as Council consultants for the duration of their participation in the program. The focus areas and Scope of Activities for the program are outlined in the Program Description (Attachment 1). Your point of contact will be Dr. Karen Austrian, GIRL Center Director.
- 3. Location.** Remote. Affiliation in this Program will not require travel. Collaborators are not permitted to work within a Council office and are expected to have their own workspace.
- 4. Remuneration.** Collaborators will get an honorarium of \$5,000 for the two-year engagement. It is understood that collaborators are responsible for paying any taxes that may be owed based on the honoraria they receive in connection with this appointment. In addition, the Council may withhold applicable taxes from honoraria payments in compliance with local law. Payment schedule:



Payment	Percentage	Amount (USD)	Payment Date
1	25%	\$1,250	December 2022
2	25%	\$1,250	June 2023
3	25%	\$1,250	December 2023
4	25%	\$1,250	June 2024

5. **Benefits.** Collaborators are not Population Council employees and do not receive employee benefits, i.e., health insurance, life insurance, travel insurance, etc.
6. **Conduct.** Although not employees, collaborators are expected to comport themselves professionally and to comply with published Population Council conduct policies. Please familiarize yourself with the full policies and complete the related acknowledgement and disclosure forms required (Attachment 2).
 - 6.1 Confidentiality and intellectual property policies specific to your role as an external research collaborator are outlined below.
 - 6.2 You agree that non-public information about the Council's proprietary technology and research that is disclosed to you during your program, as well as the results of any research conducted under this program that are not otherwise publicly available, will be held by you as confidential and secret and will not be disclosed by you to a third party during this program and for seven (7) years thereafter. Your obligations of confidentiality will not apply in circumstances where 1) the information becomes public but not as a result of your fault; 2) is required to be disclosed by law; or 3) when the Council agrees in writing to the disclosure.
 - 6.3 You agree that each party reserves a royalty-free, nonexclusive and irrevocable right to reproduce, publish, or otherwise use the intellectual property developed as part of this Program and to authorize others to do so.
 - 6.4 You agree that your title on all documents related to the Program must be: GIRL Center External Research Collaborator. You may also include your home institution affiliation together with your Program title.
 - 6.5. You agree that Population Council and GIRL Center logos will be used in Population Council-related deliverables.
7. **Changes to Terms and Conditions.** The terms and conditions of this agreement may be amended in writing at any time with the mutual consent and signatures of both parties.
8. **Termination of Program Affiliation.** This affiliation is temporary in nature and will automatically terminate as indicated in Paragraph 1. In addition, either you or The Population Council may decide, at any time, to terminate your program affiliation for any reason.



- 9. Applicable Law/Dispute Resolution.** This agreement shall be interpreted and given effect under the laws of the State of New York without regard to any Conflicts of Law principles. Any dispute, claim or controversy arising out of or relating to your program membership and/or this agreement and/or the enforcement, interpretation or validity thereof, shall first be settled through good faith negotiation. If the dispute cannot be settled through negotiation, the parties agree to attempt in good faith to settle the dispute by mediation administered by JAMS. If the parties are unsuccessful at resolving the dispute through mediation, the parties agree that any dispute, claim or controversy arising out of or relating to your program and/or this agreement and/or the enforcement, interpretation or validity thereof, including the determination of the scope or applicability of this agreement to arbitrate, shall be determined by arbitration in New York, New York before one arbitrator. The arbitration shall be administered by JAMS pursuant to its Streamlined Arbitration Rules and Procedures. Judgment on the Award may be entered in any court having jurisdiction. This clause shall not preclude parties from seeking provisional remedies in aid of arbitration from a court of appropriate jurisdiction, nor shall this clause prohibit The Council from seeking injunctive relief in any court to enforce the Confidentiality provisions of this Agreement. The exclusive forums for any such claim for injunctive relief shall be the state and federal courts located in the County of New York, New York.

Once again, it is a pleasure to offer you appointment as a Population Council External Research Collaborator. We look forward to a productive professional relationship. If you accept the terms and conditions noted, please sign, and return this letter and the required attachments.

Yours Sincerely,

I have read, understand, and accept the terms of this appointment as an External Collaborator as set forth above:

Name: Simona Simona Signature: _____

Date: _____

Attachments:

- Attachment 1: External Collaborators Program Description



- Attachment 2: Council Conduct Policies

In Process

THE POPULATION COUNCIL GLOBAL CONDUCT POLICIES

The Council Conduct Policies provide information regarding the Council's obligation to ensure orderly operations and provide the best possible work environment for our employees, volunteers, fellows, and interns. These policies were established to protect the interests and safety of all individuals and the organization.

Please familiarize yourself with Council Conduct Policies as soon as possible. You will be required to sign a few forms to indicate that you are aware of these policies, understand them, and will abide by them.

Anti-Trafficking

It is the policy of the Population Council to fully comply with the U.S. government's laws, regulations, and policies prohibiting trafficking in persons by government contractors and award recipients, including, but not limited to, [USAID's Standard Provision M20 for U.S. Nongovernmental Organizations \("Trafficking in Persons"\)](#), as more fully set forth in this policy. All Council employees, subawardees or contractors at any tier are strictly prohibited from engaging in trafficking in persons, procurement of commercial sex acts, use of forced labor, and acts that directly support or advance trafficking in persons. The Population Council ("The Council") has developed a Model Anti-Trafficking Compliance Plan in accordance with the U.S. Government's zero-tolerance policy regarding trafficking in persons by government contractors and award recipients.

The Council opposes all forms of human trafficking, including sex trafficking, forced labor, and prostitution, because they are inconsistent with its mission. The Council is therefore committed to mitigating the risk of trafficking in persons in connection with its operations and programs.

See also (attached):

- Anti-Trafficking Policy (full)
- Anti-Trafficking Compliance Plan (full)

Last update: 19 March 2018

Bullying

Bullying in the workplace negatively affects all concerned. It harms the morale and productivity of employees and can damage the reputation of the organization.

Bullying in the Work Environment

The Council characterizes bullying as a persistent offensive, malicious, insulting, or intimidating behavior or abuse of power through aggression that harms, denigrates, humiliates, or undermines an employee in the workplace or in the course of employment. Bullying can be inflicted in verbal or non-verbal form and can occur through direct in-person interaction,

through telephone conversations, written communication, visual images, or social media. Bullying may occur in any environment where work is performed, both during and after work hours, on office premises or remote work sites, and during business travel and work events.

The Council is committed to ensuring a civil workplace, free from all forms of bullying and expects all staff members to uphold this policy by treating one another with courtesy and respect.

Distinguishing Bullying Behavior from Non-Bullying Behavior

Bullying may take different forms and can happen publicly and privately. Bullying behavior may be overt or symptoms may be insidious and not obvious. The following examples of bullying are intended to help identify what might constitute bullying and are not exclusive when determining whether there has been a violation of this policy:

- Making unfounded threats about an employee's job security;
- Sabotaging an employee's productivity and morale through constant criticism or deliberately undermining their performance;
- Angry outbursts or verbal abuse including name-calling, ridicule, or insults;
- Spreading malicious rumors about, encouraging others to turn against, or copying coworkers on communication that is critical of an employee; and
- Stalking or invasion of an employee's personal space.

Within the realm of professional behavior, it is normal that differing viewpoints will arise that are appropriate and are not considered bullying. The following are examples of behaviors that do not constitute bullying:

- Expressing differences of opinion and perspective;
- Offering constructive feedback, guidance, or advice about work-related behavior; and
- Managing performance and taking appropriate disciplinary measures.

Reporting Bullying

The Council will not tolerate conduct that is determined to constitute bullying. If you feel comfortable doing so, bullying issues can be addressed directly with the individual engaging in that conduct, informing the person that their behavior is unacceptable to you and that you would like it to stop. If the concern is not then resolved or if you don't feel comfortable addressing the issue directly, reports of bullying in the Council's U.S.-based offices should be brought to the attention of the Director of Human Resources, and in the Council country offices, also to the attention of both the Director of Human Resources and the Country Director. These employees will be responsible for conducting a prompt and thorough investigation of the report, and taking corrective action, deemed appropriate. All complaints and investigations will be handled fairly, sensitively, and with the highest degree of confidentiality possible. Staff making the complaint will be informed and updated during the investigation process and/or of the outcome from the investigation as appropriate.

Last update: 25 June 2019

NYHR_8-19-22

Child Protection

I. POLICY STATEMENT

The mission of The Population Council, Inc. (the "Council") is to improve the well-being and reproductive health of current and future generations around the world through its biomedical, social science and public health work (i.e., sponsored research and projects). The Council believes that all children, regardless of age, race, gender, socio-economic status or cultural background deserve the opportunity to live full and productive lives and to be free from all forms of abuse. It is the policy of the Council to strive to empower children to reach their full potential and to keep the children who participate in Council work safe from harm. This Child Protection Policy sets forth the standards, including a Code of Conduct, that our organization will adhere to in such work involving children.

This policy applies to all Council employees. Along with all other Council Conduct policies, this policy will be provided to employees on being hired. Each employee will be required to return an acknowledgement confirming their receipt, review, and agreement to comply with the terms of this policy as included in their written agreement with the Council.

II. DEFINITIONS

A. Child

In line with the United Nation Convention on the Rights of the Child, a child is defined as a person under the age of 18. In countries where the legal age of adulthood or local custom is less than 18 years of age, the definition of a child will comply with local law and custom. In such instances, such persons under 18 years of age participating in Council-sponsored research and projects shall be entitled to the protections of this policy.

B. Child Abuse

Child abuse may consist of physical, emotional, sexual abuse, or exploitation as well as neglect, intimidation, deprivation, maltreatment, discrimination, or humiliation of a child.

III. GUIDELINES

The Council recognizes the vulnerable nature of children and their need for protection, particularly in underserved communities where Council work, including public health, education, mentoring and community-based projects has the greatest impact on improving children's lives. Through its policies and work, the Council seeks to protect children participating in its sponsored research and projects from violence, exploitation, and harm; and strives to end abusive practices that hinder the basic human rights of these children.

To meet the aims of this Child Protection Policy, the Council will:

- Conduct necessary reviews to ensure that Council employees involved in Council sponsored research and projects with children are suitable to do so.

- Ensure that Council employees involved in Council work with children are informed about the requirements of this policy and its implementation; and acknowledge their understanding of the requirements of this policy and agree to abide by it.
- Inform Council employees that failure to comply with this Child Protection Policy will lead to disciplinary measures or termination of employment or legal action.
- Continue to review all Council-sponsored, non-exempt research studies, in which children participate as the subject of the research, as governed by the policies of the Council's Institutional Review Board ("IRB") and in accordance with nationally and internationally recognized standards. Such review will be undertaken with a continued awareness of the requirements and approaches applied to collecting information from children.
- Require that Council employees report concerns about alleged child abuse suspected in the course of Council work to his or her immediate supervisor. If an allegation involves the supervisor, the procedure for reporting set forth in the Council's Whistleblower Policy should be followed. The Council's Whistleblower Policy may be found on the Council's Intranet site or by contacting the Human Resources Department. An employee will not be prejudiced by reporting in good faith any allegation of a violation of this policy.
- Investigate all allegations of abuse raised against any Council employee in the context of any Council work, including referring the issue or concern to the appropriate authorities at the Council's discretion.
- Post this Child Protection Policy on the Council's Intranet along with other global Conduct policies. Copies will also be available by contacting Human Resources.
- Maintain confidentiality to the extent permitted by law and use discretion in all instances.
- Review this policy periodically in accordance with the Council's internal requirements for all policies and procedures applicable to all U.S. and non-U.S. Council offices.

IV. RECORD KEEPING

All records concerning investigations of violations of this policy shall be maintained by the Human Resources Department. Written records shall be maintained in accordance with the Council's Document Retention Policy which can be found on the Council's Intranet or by contacting Human Resources.

V. QUESTIONS

Questions about this policy should be directed to the Council's Human Resources Department.

VI. EFFECTIVE DATE

This Child Protection Policy became effective on November 19, 2012, when approved by the Council's Officers. This policy may be amended from time-to-time by the Council's Officers as deemed appropriate and as required by law.

CODE OF CONDUCT

NYHR_8-19-22

A. Guidelines

The protection of children that participate in Council work is a Council-wide responsibility. In conducting such work all Council employees are expected to uphold the highest ethical and professional standards of behavior in all interactions with children. As such, this Code of Conduct is intended to serve as a helpful guideline mindful of the fact that the good judgment of each Council employee is essential and that no list of rules or guidelines can provide direction for every circumstance that may arise. It is understood that Council employees will act appropriately in all circumstances and avoid any action or behavior that is or may be viewed as inappropriate in the context of working with children. All Council employees working with children during the course of any Council-sponsored research and projects should:

- Treat all children with respect and fairness, and not discriminate or favor one child or group over any other. Activities and programs that focus on the needs of one gender or are gender-specific shall not be viewed as discriminatory.
- Refrain from involvement in any criminal, sexual, exploitative, or abusive activities that are incongruous to the physical or emotional well-being of children or may be viewed as such.
- Not use language or behavior that is harassing or demeaning to children.
- Not invite children to be alone or spend significant time alone with Council employees during the course of Council work, particularly if the parent or caregiver has not given consent, unless a child is in imminent danger of serious injury. Council employees will not sleep in the same room or bed with any child who is participating in any Council-sponsored work.
- Encourage a culture of accountability among those working with children to ensure that poor practices are not permitted to undermine the well-being of children.
- Immediately report issues or allegations of suspected abuse.
- Comply with the Use of Child's Image Guidelines set forth below.

B. Use of Child's Image Guidelines

No Council employee involved with Council-sponsored research or projects shall compromise the image or reputation of any child. When photographing children in these contexts, Council employees will comply with local cultural practices to ensure the identity and reputation of the child is protected. All Council employees will use good judgment when creating, using and sending any photographs, film, video or other media related to any Council project and will present children with respect and dignity in all Council work. Such media will never present any image of a child that is exploitative, sexual in nature, or abusive. All Council employees will take care not to reveal any identifying information about the child when sending or providing such media.

C. The Role of Collaborators

Where Council work involving children includes the participation of third-parties, such as, fellows, interns, volunteers, consultants, contractors, subcontractors or other third-party

organizations or individuals ("Collaborators"), such Collaborators will be expected to uphold the Code of Conduct set forth in this Child Protection Policy.

Last update: 11 August 2016

Close Personal Relationships

The Population Council seeks to provide fair and equitable employment opportunities to all persons. However, close personal relationships between a manager and a staff member may lead to complications such as charges of discrimination, conflict of interest, favoritism, or impropriety. To ensure that these relationships do not influence decisions on hiring, promotion, or termination, the Council does not permit managers to hire or supervise staff members with whom they have close personal relationships. "Close personal relationship," for the purposes of this policy, means marital or other committed relationship, close familial relationship (e.g., lineal or sibling), or consensual sexual or romantic relationship.

Any staff member in an existing or potential supervisory/subordinate relationship with someone with whom they have a close personal relationship is responsible for disclosing the existence of this relationship, in writing, to the country director (if applicable) and the director of Human Resources. The disclosure must be made prior to the offer of employment or within 10 working days of any relevant change in a personal relationship (e.g., marriage or consensual sexual relationship) or in employment status (e.g., recommendation for promotion or transfer) that places the staff members in conflict with this policy. Failure to disclose the relationship in accordance with this policy may result in disciplinary action, up to and including termination.

Upon being informed of the existence of the relationship, the country director (if applicable) and the director of Human Resources, in consultation with appropriate parties, will recommend measures that would eliminate the potential for impropriety, such as reassignment of duties, transfer, or change of the reporting relationship. At a minimum, steps will be taken to ensure that the manager no longer supervises or participates in decisions, either directly or indirectly, that may affect that staff member with whom they have a close personal relationship. The director of Human Resources will also review each situation to ascertain whether or not there is any evidence of sexual harassment (see subsection nine).

Any staff member who believes they have been adversely affected due to a violation of this policy should report this to the director of Human Resources. Reports will be thoroughly investigated, with appropriate corrective action taken when justified.

This policy has been established to help ensure fair and equal treatment of staff members and employment candidates while minimizing situations that create potential for favoritism.

Last update: 03 August 2016

Confidentiality of Personnel Information

All information concerning Population Council current and former personnel, including but not

limited to salaries, home addresses, and telephone numbers is considered strictly confidential. The individuals responsible for Human Resources in all Council offices will not release this information unless we have been instructed by the staff member to do so (e.g. for mortgage applications, bank loans, etc.).

Other staff may have access to confidential information from time to time (e.g. salaries must be known for budgeting purposes). In addition to all staff members responsible for Human Resources, all other Council staff members are strictly forbidden to release this information without the prior consent of the staff member.

Last update: 03 August 2016

Conflicts of Interest

It is the policy of the Population Council that its staff members conduct the affairs of the Council in accordance with the highest legal, ethical, and moral standards. This policy statement is not intended to call into question the loyalty, fidelity of service, and respect for the Council that its staff members demonstrate. Rather, it is designed to reinforce a standard of conduct that avoids both actual conflict of interest and the appearance of conflict of interest; reflects credit in the eyes of the public on the Council and its staff members; and protects the reputation, financial well-being, and legal obligations of the Council.

There are three conflicts of interest policies:

1. The Population Council's **Conflict of Interest Policy**—this document states the rules for all staff (including staff and others engaged in Council research)—Full policy attached.
2. The Population Council, Inc. **Institutional Financial Conflicts of Interest in Research Policy** (below); and
3. Population Council, Inc. **Board of Trustees, Members of Committees of the Corporation, Officers, and Directors Conflicts of Interest Policy**—Full policy attached.

Please also see the attachments:

Conflict of Interest Disclosure Form

Financial Disclosure Form for Staff Members Engaged in Research

Last update: 10 August 2016

Conflicts of Interest – Institutional Financial Conflicts of Interest in Research

It is the policy of The Population Council, Inc. that the design, conduct, and reporting of its research will not be affected by the possibility that the Council or a Council official or his or her immediate family member may derive a financial benefit from the commercialization of the outcome of Council research.

This policy provides a definition as to what constitutes an institutional financial conflict of interest in research (IFCIR), circumstances that may create an actual or potential institutional

conflict of interest in research, and guidelines for preventing, identifying, and addressing an actual or potential institutional financial conflict of interest in research.

For more information, please read the full **Institutional Financial Conflicts of Interest in Research Policy**—Full policy attached.

Last update: 21 January 2005

Conflicts of Interest –Outside Remuneration

See Conflict of Interest Policy (attached) Section II, Components of the Policy

Last update: 03 August 2016

Contracts with Private Sector Organizations

Information relating to the Council's contracts with private sector organizations is confidential. It is the Council's policy that such information remains confidential.

Therefore, the Council requires that:

- knowledge of and access to Council contracts with private sector organizations be restricted within the Council to those who need to know; and inquiries from outside the Council about such contracts or any of their provisions be answered by reference to this standing policy that the Council does not disclose the provisions of its contractual arrangements with private sector organizations

Last update: 03 August 2016

Discrimination, Harassment and Retaliation

The Population Council (the "Council") is committed to providing a courteous workplace in which all staff members are treated with dignity and respect.

DISCRIMINATION IN EMPLOYMENT

There are several laws that protect employees in the workplace. In the U.S., there are federal, state and local laws, such as Title VII of the Civil Rights Act of 1964, the New York State Human Rights Law, and the New York City Human Rights Law, that prohibit discrimination based on race, creed, color, religion, national origin, citizenship, ancestry, age, mental or physical disability (including pregnancy, childbirth and related medical conditions and HIV/AIDS status), gender/sex, gender nonconformity, identity, presentation or expression, genetic information, marital status, domestic partner status, caregiver status, familial status, military or veteran status, sexual orientation, arrest or conviction record, credit history, unemployment status, status as a victim of stalking and sex offenses, or any other characteristic protected by law ("Protected Characteristic").

These laws prohibit discrimination based on a Protected Characteristic in all aspects of employment, including, but not limited to, hiring, compensation, promotion, fringe benefits,

termination, and retirement. The Council is committed to upholding these laws as well as similar laws in the countries where we have operations. (See Equal Employment Opportunity Policy below)

Equal Employment Opportunity

It is the continuing commitment of the Population Council to be fair and impartial in all its relations with its employees and applicants for employment.

In all matters affecting, but not limited to recruitment, employment, upgrading, transfer, layoff, termination, rates of pay and other forms of compensation, promotion, training, salary administration, performance appraisal, and disciplinary action, the Council will take action to insure that all employees, regardless of age, color, creed, national origin, disability, political belief, veteran status, religion, marital status, gender, gender identity, or sexual orientation will be afforded equal opportunity. Action will also be taken to ensure that no discrimination in the form of sexual harassment exists in either explicit or implicit terms.

Beyond this, the Council especially encourages applications from qualified women, members of minority groups, persons with disabilities, veterans, and Vietnam-era veterans.

Our commitment to these policies applies uniformly to all levels of employees at the Council and must be made apparent to both employees and outsiders by our practices as well as our policies.

In addition to the above, since the Council is international in the composition of its Board of Trustees and staff, as well as in the nature and deployment of its activities, it seeks to further internationalize its staff at all levels.

Human Resources is responsible, with the advice and assistance of the Program, Division, and/or Office involved, for making a positive effort to locate qualified candidates from the above groups for all vacant positions. Efforts will be made through direct contact with appropriate professional organizations, through personal professional contact, and through other appropriate sources to locate such candidates. Any solicitation of candidates outside the Council must be accompanied by a job posting which includes the following or similar statements about our policy:

“The Population Council provides equal opportunity; it does not discriminate against any person with regard to age, color, creed, national origin, disability, political belief, veteran status, religion, marital status, gender, gender identity, or sexual orientation. Decisions on employment are based on an individual’s qualifications as related to the position for which they are being considered. The Council especially encourages applications from qualified women and members of minority groups. The Population Council is international in the composition of its board of trustees and its staff, as well as in the nature and deployment of its activities.”

Last update: 08 August 2016

The Council expects all of its staff, employees, fellows, interns and volunteers (“staff members”) to

adhere to the Council's Discrimination and Sexual Harassment Policy (the "Policy").

Accordingly, the Council prohibits conduct that constitutes or could lead or contribute to discrimination or harassment based on a Protected Characteristic. The Policy also applies to non-employees including contractors, subcontractors, vendors, consultants, temporary employees, volunteers, persons providing equipment repair, cleaning services, or anyone providing services in the Council's workspace.

Moreover, discrimination and sexual harassment are, under U.S. law and the laws of many countries, also illegal. In all countries where the Council operates, we will not only comply with local regulations, but also strive to maintain a high standard of conduct among staff members at all times. All complaints will be investigated thoroughly and appropriate remedial action will be taken.

DISCRIMINATORY AND SEXUAL HARASSMENT

Our Discrimination, Harassment and Retaliation Policy protects the right of employees to work in an environment free from discriminatory harassment, sexual harassment, ridicule, or insult.

Discriminatory Harassment

Although discrimination is sometimes difficult to define, prohibited discrimination and harassment includes any verbal, nonverbal, or physical conduct based on a Protected Characteristic that is designed to threaten, intimidate, or coerce, or that has the purpose or effect of unreasonably interfering with a staff member's or any individual's work performance and/or creating an intimidating, hostile or offensive working environment. Behavior that is considered discrimination and/or harassment includes, but is not limited to:

- Treating a staff member differently on the basis of race, color, sex, national origin, age, disability or any other Protected Characteristic.
- Verbal behavior (such as negative stereotyping, derogatory statements or comments, epithets, slurs, or jokes).
- Physical behavior (such as assault or inappropriate physical contact).
- Visual behavior (such as displaying derogatory posters, cartoons, or drawings, or making derogatory gestures).
- Online behavior such as postings or dissemination of statements or items similar to those described above in any social media platform including Facebook, Twitter, Instagram, Snapchat, etc. or using Council-provided electronic devices (including computers, laptops, iPads, iPhones, or Androids), or systems (including the Internet or the email system).
- Other employment decisions based on a Protected Characteristic or conducted based on a Protected Characteristic that has the purpose or effect of unreasonably interfering with a staff member's work performance.

Harassment does not require intent to offend. Thus, inappropriate conduct meant as a joke, a

prank, or even a compliment can lead or contribute to harassment.

Sexual Harassment

Prohibited discriminatory harassment includes sexual harassment. Sexual harassment means any harassment based on an individual's sex or gender or that is sexual in nature. It includes harassment that is not sexual in nature (for example, offensive remarks about an individual's sex or gender) and unwelcome advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature where:

- submission to such conduct is made an explicit or implicit term or condition of employment;
- submission to, or rejection of, such conduct is used as a basis for employment decisions; or
- such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or working conditions by creating an intimidating, hostile, or abusive work environment.

As with all discrimination and harassment, sexual harassment may take different forms. In some cases, even if the conduct itself is non-sexual in nature, actions can be unwanted, threatening, and perceived as harassment, regardless of intent. Preventing harassment in its many forms requires an increased awareness by everyone of the effect that such actions may have on others. The following is a list of unwelcome behavior that may be considered sexual harassment:

- Verbal, such as epithets, derogatory statements, slurs, sexually- related comments or jokes, telling sexual stories, using sexually pejorative innuendo or terminology, making sexist remarks or derogatory comments based on gender, bullying based on gender, probing an individual's sexual experiences or preferences, commenting about an individual's physical appearance, conversations about your own or another individual's sex life, unwelcome sexual advances, requests for sexual favors, insisting on dates when the individual is not interested and has declined previous offers.
- Nonverbal, such as leering at someone in a suggestive manner, showing sexually-suggestive or explicit pictures, making sexually suggestive gestures or body movements, giving unwanted personal gifts, sending inappropriate adult-themed gifts.
- Physical, such as touching an individual's clothing or hair, massaging their neck or shoulders, invading an individual's personal space, kissing or caressing an individual, assault or any other inappropriate physical contact.
- Online, such as any of the above conduct via a social media platform including Facebook, Twitter, Instagram, Snapchat, etc., or accessing, downloading, displaying or distributing electronically sexual content from or via the internet.

Sexual harassment is considered a form of employee misconduct that is prohibited under the Policy. Harassment, sexual or otherwise, is prohibited both at the workplace and at work-related off-site meetings and events. Individuals who engage in conduct that violates this

Policy, and supervisory or managerial employees who knowingly allow such behavior to continue, will be subject to discipline, up to and including termination of employment.

PROCEDURE FOR COMPLAINTS OF DISCRIMINATION, HARASSMENT OR SEXUAL HARASSMENT

All complaints should be immediately brought to the attention of the country director, if applicable, and the director of Human Resources in New York. Complaints will be thoroughly investigated, with appropriate corrective action taken when justified.

Reporting Procedure

Any person who is experiencing or witnesses any discriminatory or sexual harassment, or retaliation or any conduct the prohibited by this Policy is encouraged to advise the offender directly that such behavior is unwelcome. The person may choose to pursue this option alone, or ask a supervisor, country director or the director of Human Resources to be present or serve as an intermediary.

In addition, all staff members should immediately report all complaints of harassment to the country director, if applicable, and the director of Human Resources. Prompt reporting is critical so that the Council can take action to stop prohibited conduct before it is repeated.

Individuals should report the conduct regardless of the offender's position at the Council and should also report the conduct even if the offender is not employed at the Council (e.g., a non-employee as described above). If the individual is not comfortable speaking with either the country director or the director of Human Resources, the individual may approach his or her supervisor, who will in turn approach either the country director or the director of Human Resources, unless either are subject to the harassment claim.

Supervisory and managerial employees who receive a complaint of discrimination or harassment, information about suspected discrimination or harassment, observe what may be harassing or discriminatory behavior or for any reason, suspect that discrimination or harassment is occurring or otherwise learn of alleged inappropriate behavior that violates this Policy, are required to report the conduct to Human Resources.

A complaint form can be obtained by clicking [here](#) or from Human Resources for reporting discrimination, harassment, retaliation, or any other conduct prohibited by this Policy.

Ability to Report Illegal and/or Unethical Matters to an Outside Firm

If a staff member wishes to make a good faith report concerning any misconduct, illegal and/or unethical matter, **the staff member has the option of remaining anonymous** and contacting an outside employee communications management firm—Navex Global, instead of reporting it in accordance with the procedures set forth above. This service, called EthicsPoint, can be accessed anywhere in the world, 24 hours per day, 7 days a week, via the web portal.

EthicsPoint will manage the collection of information from staff members who access the service, and then pass along the reports to the Council. Depending on where you are located, you may be able to make a report by phone using a toll-free number, instead of submitting a report through the web portal. Use the drop-down menu to determine which reporting method(s) are available in your country.

Both methods allow the staff member to remain anonymous or to choose to identify himself or herself. Regardless of the method of reporting, EthicsPoint will then create electronic reports based upon staff member replies to specific questions, which are forwarded to the appropriate person at the Council. You will also receive a REPORT KEY number. You will need your report key (and the password you selected) to check on your report in the future or to make a follow-up.

(See Whistleblower Policy below)

Investigation

The country director or the director of Human Resources is responsible for conducting the investigation into any act prohibited by the Policy. All reports will be promptly, fairly, and thoroughly investigated.

In conducting the investigation, the assigned investigator will do the following, as appropriate to ensure due process for all parties:

- Review the complaint, whether verbal or written
- Institute immediate interim actions, as appropriate;
- To the extent known and accessible, collect and preserve relevant documents and records;
- Interview the accuser, the accused, and witnesses;
- Notify the accuser and the accused of the final determination; and/or
- Take corrective action, as appropriate.

In conducting its investigations, all information regarding a complaint and the investigation will be handled with the highest degree of confidentiality possible under the circumstances. Identities and facts will be revealed on a strict need-to-know basis, and with due regard for the rights and wishes of all parties, recognizing that there are circumstances in which complete confidentiality may not be possible.

Corrective Action

Corrective action will be taken to end conduct that violates this Policy and prevent the misconduct from recurring. Such actions may include, among other things, oral or written reprimand and warning, mandatory referral for counseling, reassignment, or termination.

Responsibility of Managers

Every Council manager is responsible for creating an atmosphere free of discrimination and

harassment. Managers are also obliged to make note of any inappropriate behavior on the part of their staff members, and to take any suitable action necessary to eliminate it. Such action includes discussing the problem directly with the staff member and reporting the situation to the country director, if applicable, and Human Resources in New York.

Supervisory and managerial employees who receive a complaint or information about suspected sexual harassment, observe what may be sexually harassing behavior or for any reason suspect that sexual harassment is occurring, are required to report such suspected sexual harassment. Disciplinary action, up to and including termination from employment, will be taken where it is determined that a manager or other supervisory personnel either engaged in conduct prohibited by this policy, failed to report violations of this policy or complaints of workplace discrimination or harassment to the Council, or allowed such behavior to continue.

Complaints that are not Bona Fide

If the Council determines, after investigation, that a staff member has knowingly provided false information regarding a complaint, disciplinary action may be taken against the individual who filed the false complaint or who knowingly gave the false information.

Alternative Remedies in the U.S.

In the United States, sexual harassment is prohibited by federal and state law, including Title VII of the Civil Rights Act of 1964, the New York State Executive Law (a/k/a New York State Human Rights Law) and the New York City Administrative Code (a/k/a New York City Human Rights Law). In order for the Council to promptly and effectively address instances of harassment, and take appropriate corrective action, the Council encourages Individuals to utilize the complaint procedure set forth in this Policy if they believe they have been subjected to conduct that violates this Policy.

However, in addition to utilizing the complaint procedure set forth herein, individuals who believe they have been subjected to sexual harassment may also file a complaint with the U.S. Equal Employment Opportunity Commission (EEOC), and if employed in New York, to the New York State Division of Human Rights (DHR) or New York City Commission on Human Rights or New York City Commission on Human Rights (CCHR). Contact information for these agencies is as follows:

- U.S. Equal Opportunity Commission: 1-800-669-4000 (1-800-669-6820 (TTY)), www.eeoc.gov or info@eeoc.gov.
- New York State Division of Human Rights: (1-888)-392-3644 or dhr.ny.gov/complaint.
- The New York City Commission on Human Rights: 1-718-722-3131 or www.nyc.gov/humanrights. You can file a complaint anonymously.

The EEOC does not hold hearings or award relief but may take other action including pursuing cases in federal court on behalf of complaining parties. The DHR has the power to award relief, which varies but may include requiring your employer to take action to stop the harassment, or redress the damage caused, including paying monetary damages, attorney's fees and civil fines. The CCHR can assess civil penalties of up to \$250,000 in the case of a willful violation, as well as emotional distress damages and

other remedies to the victim, can require the violator to undergo training, and can mandate other remedies such as community service.

In addition, individuals may contact the local police department in cases where the conduct may constitute a crime, including harassment that involves physical touching, coerced physical confinement or coerced sex acts.

NO RETALIATION

No adverse action will be taken against any individual for reporting conduct that the individual honestly believes constitutes a violation of this Policy. The Council prohibits any threats or acts of retaliation against any staff member for making a good faith complaint or honestly reporting conduct that may violate this Policy, or for assisting or participating in an investigation or other proceeding hereunder. In the event an individual believes that such individual has been retaliated against for such action, the individual should use the above procedures to report the pertinent facts promptly. The Council will investigate and take appropriate action in the manner described above.

The foregoing **Discrimination, Harassment and Retaliation Policy** replaces and supersedes any previously-issued Population Council policy regarding the subject matter of the **Discrimination, Harassment and Retaliation Policy**. Compliance with the foregoing **Discrimination, Harassment and Retaliation Policy** is a condition of continued employment. However, nothing in the **Discrimination, Harassment and Retaliation Policy** alters the at-will nature of your employment nor does it constitute a contract of any kind.

Last update: 08 November 2019

Fraud and Corruption

1) Policy Statement

Fraud and other corrupt practices deplete the financial and other resources of an organization that are needed to carry out its mission activities and operations, can result in legal sanctions against the organization and/or its employees, and cause damage to the reputation of the organization and those associated with it. It is the policy of the Population Council, Inc. (the "Council") that all of its activities and operations be carried out free of fraud and other corrupt practices (the "Policy"). The Council has zero tolerance for all fraud and corruption. The Council upholds this Policy by following the guidelines set forth herein in order to prevent, promptly identify, and address fraud and other corrupt practices that may occur in connection with the conduct of its mission activities and operations.

This Policy applies to all Council employees. Along with all other Council Conduct policies (e.g., Code of Ethical Conduct, Conflicts of Interest Policy, Misconduct in Science Policy, and Whistleblower Policy), this Policy will be provided to employees on being hired. Each employee will be required to confirm their receipt, review, and agreement to comply with the terms of this Policy.

This Policy should be read in conjunction with the other Council Conduct policies, which are published on the Council's intranet, *A Summary: Council Conduct Policies*

2) Definitions of Fraud and Corrupt Practices

Fraud is any act or omission that is intended to mislead, or attempts to mislead, a party in order to obtain a financial or other benefit or to avoid an obligation.

Examples of fraud include, but are not limited to, the following intentional acts and omissions:

- Forging documents or making false statements to obtain a financial or other benefit to which a person is not entitled.
- Providing false or misleading information to government agencies.
- Plagiarizing, fabricating, and/or falsifying research data.
- Providing false or misleading information to or withholding material information from a supervisor, Council auditors, or trustees.
- Falsifying time sheets.
- Submitting false expense reimbursement invoices.
- Utilizing donor funds for purposes that are not permitted under the grant.

Corrupt Practices are generally understood as the offering, giving, receiving, or soliciting, directly or indirectly, anything of value to influence improperly the actions of another party in order to obtain a benefit or avoid an obligation.

Examples of corrupt practices include, but are not limited to, the following:

- Making, facilitating, or encouraging any payment of funds to an official of any government or organization to ensure prompt or favorable action.
- Offering or receiving something of value to improperly influence a procurement process.
- Asking for or receiving personal reward or other private gain in return for showing favor to a candidate in a recruitment process

3) Guidelines

The Council recognizes that all employees must be made aware of this Policy, including the procedures to identify and prevent fraud and other corrupt practices, and the consequences of a violation of this Policy. To meet the objectives of this Policy, the Council:

1. Regularly informs and trains employees about Council financial and other controls that help identify and/or prevent fraud and other corrupt practices. These controls are published on the Council's intranet, **Accounting and Finance Home Page**
2. Identifies the risks of fraud and other corrupt practices by conducting periodic reviews of its programs, projects and operations, including engaging outside auditors whose tasks encompass identifying risk areas for fraud and other corrupt practices, recommending control measures to address these risks, and monitoring the Council's implementation of controls.
3. Requires employees to disclose conflicts of interest as required under the Council's

Conflicts of Interest Policy.

4. Posts this Policy on the Council's intranet along with other Council Conduct policies.
5. Conducts periodic information and training sessions regarding Council Conduct policies, including this Policy.
6. Informs employees that violation of this Policy will lead to disciplinary measures or termination of employment or legal action.
7. Informs employees that if they make good faith reports about violations of this Policy they will be protected from retaliation under the Whistleblower Policy.
8. Encourages employees to promptly make good faith reports about fraud and other corrupt practices in accordance with the reporting procedures in the Council's Whistleblower Policy.
9. Promptly investigates all allegations of violations of this Policy in accordance with the procedures stated in the Whistleblower Policy and, where warranted, engages a third-party to investigate.
10. Requires that the Chief Financial Officer report violations of this Policy and/or results of investigations to donors, Council auditors and attorneys, law enforcement, board of trustees, and others, as appropriate.
11. Reviews this Policy periodically in accordance with the Council's internal requirement for all policies and procedures applicable to U.S. and non-U.S. Council offices

4) Collaborators

Where Council activities involve the participation of third-parties, such as fellows, interns, volunteers, consultants, contractors, subcontractors, vendors, or other third-party organizations or individuals ("Collaborators"), such Collaborators will be informed about this Policy and will be expected to uphold the requirements set forth herein. If a Collaborator has its own fraud and other corrupt practices policy, the Collaborator will be required to warrant that such policy is substantially similar to this Policy and that it will follow the requirements of its policy.

5) Record Keeping

All records concerning reports and investigations of violations of this Policy shall be maintained by the Office of the Chief Financial Officer. Written records shall be maintained in accordance with the Council's Document Retention Policy, which can be found on the Council's intranet.

6) Questions

Questions about this Policy should be directed to the Chief Financial Officer or the General Counsel.

7) Effective Date

This Policy became effective on March 28, 2013 when approved by the Council's Officers [\[1\]](#). This Policy may be amended from time-to-time by the Council's Officers as deemed appropriate

and as required by law.

[1] President, Vice-Presidents, Chief Financial Officer, General Counsel

Last update: 03 August 2016

Illegal Use of a Controlled Substance

The Population Council is committed to ensuring compliance with regulations that guide our work. The Drug-Free Workplace Act of 1988 ("the Act"), requires that federal contractors and federal grant recipients certify that they will maintain a drug-free workplace. In compliance with the Act, all staff members are absolutely prohibited from the unlawful manufacture, distribution, dispensation, possession, or use of a controlled substance at any location where Council business is conducted. Violation of this policy could result in immediate dismissal. In addition, if a staff member is convicted of violating a criminal drug statute in the workplace, they must inform their country director, if applicable, and Human Resources in New York of such conviction within five days of the conviction. Failure to do so could also result in immediate dismissal. If the Council does not comply with the requirements of the Act, it risks the suspension and/or termination of major contracts and could even be barred from any government work for up to five years.

All staff will be given a copy of the Council's policy statement and required to sign a statement that they will adhere to it.

Last update: 24 April 2020

Intellectual Property

ROYALTIES - PUBLICATIONS

From time to time staff are called upon to write or edit professional publications in connection with their duties at the Council. The matter of ownership of any royalties that result from these publications will be decided between the staff member and the vice president/IS director. The staff member and the vice president/IS director should plan to meet on two separate occasions to discuss this matter. An initial discussion will take place prior to the staff member's undertaking any work on the document. At that time the staff member and the vice president/IS director will discuss fully the intentions, the components, and the scope of work of the assignment. Based on these discussions a projection will be made concerning where "ownership" of the material will lie.

A second discussion will be held upon completion of the assignment in order to review the earlier projections and to make a final decision on whether royalties will go to the Council, to the staff member, or be divided in some proportion between the two.

When a final decision has been reached, the vice president/IS director should prepare a memo outlining the agreement.

ROYALTIES - INVENTIONS

NYHR_8-19-22

Council staff who are involved with scientific research are asked to sign an Employees Patent Agreement form (attached). This agreement specifies that staff will assign to the Council all rights and title in all inventions which relate in any way to actual or anticipated areas of Council activity, and that staff will not disclose confidential information concerning this work during or after employment with the Council.

In the event that a Council invention is licensed for use other than by the Council, the Council inventor(s) shall be entitled to share in the net royalty income derived by the Council. The Inventor will receive an amount equal to 50% of the first \$100,000 of the net royalty income realized by the Council and 10% of the net royalty income realized thereafter.

All staff involved with scientific research are required to sign the Agreement form.

Last update: 03 August 2016

Misconduct in Science

The Public Health Service (PHS) has instituted a ruling which requires each institution that receives or applies for a research, research-training, or research-related grant or cooperative agreement under the Public Health Service act to submit an annual assurance certifying that the institution has established administrative policies regarding procedures for dealing with and reporting misconduct in science. This policy applies to all scientists and other personnel involved in the conduct of biomedical or behavioral research projects.

"Misconduct" or "Misconduct in Science" means fabrication, falsification, plagiarism, or other practices that seriously deviate from those that are commonly accepted within the scientific community for processing, conducting, or reporting research. It does not include honest error or honest differences in interpretations or judgments of data.

The following procedure is being put in place to comply with the PHS act, but it will apply to scientific work supported by all donors.

All alleged or suspected misconduct in science should be reported directly to the President of the Council along with documentation to support the allegations. The President will notify the subject and the Vice President of the program in which the subject works. The President, or her/his designee, and the standing Committee on Research Integrity which consists of three Vice Presidents, directors or their designees, will conduct an evaluation of the allegations to determine if there is any substance to them.

If they conclude that there is no basis for the allegations, there will be no need to conduct an inquiry. A report indicating the basis for this determination should be prepared for the record and a copy given to the subject.

If in the course of the evaluation, the President and the Committee on Research Integrity

conclude that there may be a valid basis for the allegations, the Committee will conduct an inquiry. If, on the basis of the inquiry, the Committee determines that further investigation is necessary, a panel of three outside experts will be appointed. If they determine that no misconduct was committed, the matter will be closed and all records will be sealed to respect the rights and protect the reputation of all parties involved. Appropriate efforts will be undertaken to protect the reputation of subjects when allegations are not confirmed.

If the Panel determines that the subject is guilty of misconduct, the President in consultation with the Committee, will determine the appropriate sanctions to be imposed on the subject.

To see the full Policy and Procedure Statement, please refer to the included document attached. All scientists and other personnel involved in the conduct of biomedical or behavioral research will be given a copy of the policy and required to sign a statement that they will adhere to it.

Last update: 05 December 2016

Safeguarding

In Process

Vulnerable adults and children are the key populations with which we work. The Council has zero-tolerance for all forms of exploitation including sexual abuse, harassment, bullying, and neglect, and it is our policy to ensure the safety of and protection from such behaviors. We implement this policy through safeguarding measures, reporting, and monitoring procedures that are incorporated in our research and program interventions.

Our Work

The Population Council conducts research and identifies solutions to address critical health and development issues. Our work allows couples to plan their families and chart their futures, helps people avoid HIV infection and access life-saving HIV services, and empowers girls to protect themselves and have a say in their own lives. Our research identifies cost-effective, practical, and long-term interventions and policy change to ensure sustainable programs serving the most vulnerable populations in the countries where we work. Some of our research focuses on sensitive, and sometimes controversial, issues related to family planning, reproductive health, HIV prevention, gender norms, and the social, economic, and educational development of adolescent girls.

Policy

Vulnerable adults and children are the key populations with which we work. The Council has zero-tolerance for all forms of exploitation including sexual abuse, harassment, bullying, and neglect, and it is our policy to ensure the safety of and protection from such behaviors. We implement this policy through safeguarding measures, reporting, and monitoring procedures that are incorporated in our research and program interventions. This policy and related procedures apply to all Council full-time and part-time employees, interns, seconded staff and fellows ("Staff") and

all other parties working on Council projects, including sub-awardees, contractors, vendors, consultants, and others with whom we collaborate (“Collaborators”).

Our Safeguarding Policy (or “Policy”) is supported by other Council policies and procedures including whistleblowing; recruitment; research ethics; risk management; child protection; anti-discrimination, harassment, and retaliation; bullying; anti-trafficking; and conflict of interest.

Prevention

1. Ensure that all Staff and Collaborators are properly vetted and continue to demonstrate the highest ethical standards and behavior.
2. Provide training on Safeguarding during orientation sessions with new Staff, renew annual signatures for all Staff of receipt and continued understanding of our Safeguarding Policy, and require refresher training on safeguarding and global conduct policies, including whistle blowing. We maintain a record of training.
3. Ensure that all Staff and Collaborators are informed about and understand the consequences of violating the Safeguarding Policy (see Section IV. below).
4. Provide Collaborators with which the Council has an agreement the procedure and contact information on how to report safeguarding concerns.
5. Include adherence to our Safeguarding Policy in the terms of subagreements/contracts with downstream partners. Require that these partners participate in their own mandatory training on safeguarding.

Supervisors’ responsibilities for safeguarding

All Council staff who have a supervisory role are required to:

1. Act as a positive example for all Staff and ensure that all persons within the scope of their supervisory responsibilities have read, understood, and confirmed the contents of the Policy.
2. Ensure that staff under their supervision complete mandatory safeguarding training.
3. Maintain a culture of openness to enable the discussion of issues or concerns around sexual abuse, harassment, or exploitation, and ensure accountability of staff so that potentially abusive behavior is addressed according to the procedures described here.
4. Monitor the workplace to ensure adherence to the Policy, recognition of potential abusive behavior, and initiation of appropriate investigative action.
5. Handle any concerns raised with staff expediently and with objectivity, sensitivity, confidentiality, and fairness in accordance with this Policy.
6. Inform the Council’s Human Resources Director about reports of actual or threatened violations of this Policy.

Human Resources Director’s responsibility for safeguarding

The Council’s Human Resources Director is the organization’s safeguarding lead. The Human Resources Director will ensure that the Policy is consistently applied across the organization,

handle reports and investigations of violations of the Policy, and maintain a central Council safeguarding register. The Human Resources Director will keep the Safeguarding Officer (defined below) regularly updated about safeguarding

Safeguarding Officer's oversight responsibility for safeguarding

The Vice President of Corporate Finance and Administration (VPCF&A) is the executive level officer (Safeguarding Officer) with overall responsibility for the Council's Safeguarding Policy and will keep the other members of the Council executive team and Board of Trustees regularly updated about safeguarding matters

Reporting, investigation, and response

The Population Council ensures that safe, appropriate, accessible means of reporting and investigating safeguarding concerns are made available to its Staff and Collaborators. This includes the following measures:

1. Information about abuse or breach of the Safeguarding Policy may come from anyone involved in our work, including: project participants, project staff, mentors, community members, or project Collaborators. Anyone concerned or informed of concerns about the safety of an individual has several options for reporting. All Collaborators will be informed of the reporting options outlined below.
2. Any Staff or Collaborator who wants to make a good faith report about a concern or suspicion related to sexual exploitation, abuse, or harassment related to the Council's work should report this to their immediate supervisor, Project or Program Director, Country Director (if applicable), or an executive team member. The supervisor who receives such a report must inform the Council's Human Resources Director no more than one day (24 hours) after receipt of the report. Failure to report in a timely manner will result in disciplinary action.
3. Individuals may make their reports in writing, in person, by telephone, or by email.

If an individual wants to make a good faith report about a concern or suspicion related to child safety related to the Council's work, he/she has the option to remain anonymous and contact the Council's external ethics and compliance support firm, Navex Global. Navex Global implements a 24 hour per day, 7 day per week, platform that allows Representatives to report information anonymously. Navex Global will then create electronic reports based upon the individual's replies to specific questions. These reports are forwarded to the appropriate person at the Council. This service can be accessed via the web portal.

1. In consultation with the Human Resources Director in New York, the Safeguarding Officer, the Country Director and/or Program Director, as applicable, relevant Council staff will take all appropriate and reasonable steps to protect the individual involved as an immediate course of action.
2. Following this, the HR Director and Safeguarding Officer will decide on a course of

investigation, mindful of the legal framework in the country where the alleged incident took place. Indications of illegal activity will be directed to the appropriate body in the country, including law enforcement. Infractions or indiscretions which are legal but violate the Council's safeguarding policy will be investigated internally, or in collaboration with downstream partners, as appropriate. An independent panel may be appointed to undertake a situation review and report back findings and recommendations. Based on the findings of an internal or collaborative investigation, or the recommendations of an independent review panel, disciplinary measures may be taken against individuals found in violation of this policy. In the case of Council staff, contractors, vendors, consultants, interns, fellows, the Human Resources Director, Country Director, Program Director, and/or Safeguarding Officer, if and as appropriate, will take necessary disciplinary measures, including but not limited to verbal or written warnings, suspension, or termination. In the case of personnel working for suppliers or downstream Collaborators through a Council subaward, the Council will hold the relevant employer accountable to take the necessary disciplinary action(s) and may terminate the partnership or other business relationship if this does not occur. The process undertaken for all concerns and allegations will be documented in the Council's Safeguarding Register.

3. Staff and Collaborators who have been brought under investigation by Population Council or by official law enforcement authorities for the sexual abuse, harassment, or exploitation of an individual may be suspended and shall have no access to the vulnerable participants in Council projects during the investigation. The employee will be informed of the charges and given an opportunity to respond to either law enforcement or the review team, as appropriate based on the situation.

Confidentiality

It is essential that confidentiality is maintained at all stages of the process when dealing with safeguarding concerns. Information relating to the concern and subsequent case management should be shared on a need-to-know basis only and should always be kept secure. However, subject to applicable local laws, Population Council reserves the right in the event an employee is discharged for proven abuse, to disclose such information, if requested by a prospective employer.

Associated Council policies and procedures

- Code of Conduct
- Bullying
- Discrimination, Harassment, and Retaliation
- Disclosure of Malpractice in the Workplace (Whistle Blower policy)
- Child Protection
- Recruitment
- Research Ethics
- Anti-trafficking
- Conflict of Interest
- Enterprise Risk Management

Last update: 01 April 2020

Solicitations

Solicitations are generally not permitted during working hours. This includes solicitations for Council employees on the occasion of illnesses, family financial problems, deaths, etc., as well as solicitations for purposes unrelated to Council business.

The term solicitation includes, but is not limited to, requesting funds, signatures, handing out promotional literature or gifts, offers to sell or buy anything, and conducting a membership drive.

Exceptions to this policy are authorized by Human Resources.

Last update: 03 August 2016

Whistleblower

It is the policy of the Population Council that the Council will not retaliate¹ against a staff member² who makes a good faith report³ about a Council policy, activity, or practice that is illegal⁴ or unethical⁵, or a good faith report about an illegal or unethical activity of another staff member that is related to the Council. A staff member who makes such a report is referred to as a whistleblower.

This policy provides information about the procedures for making a good faith report about illegal or unethical matters; examples of the types of matters that should be reported; information about the investigation of such reports; and information about what the Council will do if a staff member is threatened and/or retaliated against by another staff member(s) because he or she made a report.

This policy is intended to reinforce the Council's commitment to conducting all of its activities in accordance with the highest legal and ethical standards, and its requirement that all staff members carry out Council related activities in accordance with those standards.

This policy is divided into the following sections:

1. Procedures for Reporting Illegal and/or Unethical Matters
 - a. Reports to be Made Directly to the Immediate Supervisor
 - b. Reports to be Made Directly to the President
 - c. Reports to be Made Directly to the Chairperson of the Board of Trustees
 - d. Form of Submitting Reports
 - e. Ability to Report Financial Misconduct⁶ Directly to the Chairperson of the Audit Committee of the Board of Trustees
 - f. Ability to Report Illegal and/or Unethical Matters to an Outside Firm
2. Examples of the Types of Matters that Should be Reported
3. Investigation of Reports

- A. Responsibility for Investigating Reports
 - a) Director or Executive Team Member Responsible for the Investigation
 - b) President Responsible for the Investigation
 - c) Executive Committee of the Board of Trustees Responsible for the Investigation
 - d) Audit Committee of the Board of Trustees Responsible for the Investigation
- B. Time Frame for Investigating Reports
- 4. Confidentiality
- 5. Disclosure of Results of an Investigation
- 6. Disciplinary Measures for Threats and/or Retaliation against Whistleblower
- 7. Bad Faith Reports and False and/or Misleading Material Information
- 8. Record Keeping
- 9. Questions
- 10. Effective Date

I. PROCEDURES FOR REPORTING ILLEGAL AND/OR UNETHICAL MATTERS

a. Reports to be Made Directly to the Immediate Supervisor

A staff member who wishes to make a good faith report about an illegal or unethical policy, activity, or practice of the Council or an illegal or unethical activity of another staff member that is related to the Council, should report the matter directly to his or her immediate supervisor. Likewise, a staff member who is threatened and/or retaliated against by another staff member because he or she made such a report, should report the matter to his or her immediate supervisor.

A supervisor who receives a report about any of the foregoing matters must inform the country director (if applicable), director, and executive team member in charge of the program, division or office in which the staff member is employed no later than one (1) business day after the supervisor received the report. Whenever an executive team member receives a report that concerns financial misconduct they must report the matter to the president within one (1) business day after he or she received the report.

b. Reports to be Made Directly to the President

If a staff member wishes to report misconduct in science⁷, the staff member should report the matter directly to the president. Also, although staff members who report directly to a director or executive team member should report illegal or unethical matters to that director or executive team member, if that individual is or may be involved in the matter, the staff member should report the matter directly to the president. The president must then promptly inform the chairperson of the board of trustees about the matter. Whenever the president receives a report that concerns financial misconduct, the president must then promptly inform the chairperson of the audit committee of the board of trustees about the matter.

c. Reports to be Made Directly to the Chairperson of the Board of Trustees

If a staff member reports directly to the president and the president is or may be involved in an illegal or unethical matter, then the staff member should report the

matter directly to the chairperson of the board of trustees. The chairperson of the board of trustees must then inform the other members of the executive committee of the board of trustees about the matter.

d. Form of Submitting Reports

Staff members may make their reports about illegal or unethical matters in writing, in person, by telephone, or by electronic or other mail.

e. Ability to Report Financial Misconduct Directly to the Chairperson of the Audit Committee of the Board of Trustees

A staff member who wishes to make a good faith report concerning financial misconduct may report the matter directly to the chairperson of the audit committee of the board of trustees instead of reporting it in accordance with the procedures set forth above. The report to the chairperson of the audit committee may be made in writing, in person, by telephone, or by electronic or other mail. In addition, the report may be made anonymously.

f. Ability to Report Illegal and/or Unethical Matters to an Outside Firm

If a staff member wishes to make a good faith report concerning any misconduct, illegal and/or unethical matter, the staff member has the option of remaining anonymous and contacting an outside employee communications management firm—Navex Global, instead of reporting it in accordance with the procedures set forth above. This service, called EthicsPoint, can be accessed anywhere in the world, 24 hours per day, 7 days a week, via the web portal.

EthicsPoint will manage the collection of information from staff members who access the service, and then pass along the reports to the Council. Depending on where you are located, you may be able to make a report by phone using a toll-free number, instead of submitting a report through the web portal. Use the drop-down menu to determine which reporting method(s) are available in your country.

Both methods allow the staff member to remain anonymous or to choose to identify himself or herself. Regardless of the method of reporting, EthicsPoint will then create electronic reports based upon staff member replies to specific questions, which are forwarded to the appropriate person at the Council. You will also receive a REPORT KEY number. You will need your report key (and the password you selected) to check on your report in the future or to make a follow-up.

II. EXAMPLES OF THE TYPES OF MATTERS THAT SHOULD BE REPORTED

The following is a non-exhaustive list of the types of matters that should be reported:

- A Council policy, activity, or practice that creates a danger to public health or safety;
- Violation of the Council's Institutional Financial Conflicts of Interest in Research Policy⁸;
- Violation of the Population Council's Conflicts of Interest Policy or the Population Council, Inc.'s Trustees and Officers Conflicts of Interest Policy;
- Violation of the Population Council's Discrimination, Harassment and Retaliation Policy⁹;
- Unauthorized use or theft of Council funds;
- Theft of Council equipment or goods;

- Payment for services or goods that are not rendered or delivered;
- Forgery or alteration of documents including checks, agreements, time sheets, purchase orders, etc.;
- Unauthorized disclosure of confidential or proprietary information to outside parties;
- Intentionally providing false or misleading information to or withholding material information from the Council's auditors or trustees;
- Intentionally providing false or misleading information to governmental agencies;
- Intentionally plagiarizing, fabricating, and/or falsifying research data;
- Threat(s) and/or retaliation against a staff member because he or she made a good faith report or participated in an investigation that is covered by this whistleblower policy;
- Assisting with or concealing any of the above or similar activities.

III. INVESTIGATION OF REPORTS

A. Responsibility for Investigating Reports

1. Director or executive team member responsible for investigation

If a staff member other than an executive team member is to be investigated, the President will appoint a director or executive team member outside of the program, division or office where such staff member is employed to conduct the investigation. The director or executive team member may also appoint a designee to assist with the conduct of the investigation. The results of the investigation and the reasons for corrective action or no action must be documented by the investigators, who will inform and consult with relevant third parties (e.g. Director, Human Resources, General Counsel) as appropriate concerning the matter.

2. President responsible for investigation

If the matter to be investigated concerns misconduct in science, the president must ensure that the requirements for investigating such matters that are set forth in the Council's Misconduct in Science Policy are followed¹⁰. Also, if an executive team member is to be investigated, the president, in consultation with the chairperson of the board of trustees, will be responsible for the conduct of the investigation. The president and/or the chairperson of the board of trustees must inform the other members of the board of trustees about the investigation and will make recommendations to the board of trustees that are based upon the findings of the investigation. The board of trustees will determine if corrective action should be taken or if no action should be taken. The results of the investigation and the board of trustees' reasons for corrective action or no action must be documented by the board.

3. Executive Committee of the Board of Trustees responsible for investigation

If the president is to be investigated, the executive committee of the board of trustees will be responsible for the conduct of the investigation. The executive committee must inform the other members of the board of trustees about the

investigation and will make recommendations to the board of trustees that are based upon the findings of the investigation. The board of trustees will determine if corrective action should be taken or if no action should be taken. The results of the investigation and the board of trustees' reasons for corrective action or no action must be documented by the board.

4. Audit Committee of the Board of Trustees responsible for investigation

Whenever the matter to be investigated is about financial misconduct or when the matter under investigation includes financial misconduct as well as other unethical or illegal activities, the audit committee of the board of trustees will be responsible for the conduct of the investigation. The audit committee must inform the other members of the board of trustees about the investigation and will make recommendations to the board of trustees that are based upon the findings of the investigation. The board of trustees will determine if corrective action should be taken or if no action should be taken. The results of the investigation and the board of trustees' reasons for corrective action or no action must be documented by the board.

B. Timeframe for Conducting Investigation

The investigation of a report must commence no later than ten (10) business days after it was made by a staff member. Best efforts must be used to conclude an investigation within ninety (90) days after it was commenced.

IV. CONFIDENTIALITY

The Council will keep the identity of the staff member who reported the matter and the identities of the other staff members who participate in an investigation confidential. However, it is important to note that the Council's commitment to being thorough in its investigation means that it cannot always guarantee confidentiality. Staff members and members of the board of trustees who have been informed about and/or involved in an investigation will be required to keep the matter confidential.

V. DISCLOSURE OF RESULTS OF AN INVESTIGATION

The results of an investigation will be disclosed if such disclosure is deemed appropriate by the Council.

VI. DISCIPLINARY MEASURES FOR THREATS AND/OR RETALIATION AGAINST WHISTLEBLOWER

In order to reinforce the Council's prohibition against retaliation against staff members who make good faith reports about matters that are covered by this policy, the Council will impose disciplinary measures, up to and including termination, against any staff member who is found to have threatened, discharged, suspended, demoted, or taken any other adverse employment action against another staff member in violation of this policy.

VII. BAD FAITH REPORTS AND FALSE AND/OR MISLEADING MATERIAL INFORMATION

This whistleblower policy is intended to promote legal and ethical behavior. It cannot be used by a staff member to justify or excuse a bad faith report that he or she made that

intentionally provided false and/or misleading material information in order to achieve a dishonest purpose. Therefore, if the Council's investigation establishes that a staff member made a bad faith report or that a staff member intentionally provided false and/or misleading material information during an investigation, the Council will impose disciplinary measures, up to and including termination, against that staff member.

VIII. RECORD KEEPING

All records concerning matters arising under this policy shall be maintained by the Human Resources office for a period of three years after the termination of the investigation.

IX. QUESTIONS

Questions concerning this policy should be directed to the general counsel.

X. EFFECTIVE DATE

This policy became effective on October 13, 2005, when approved by the president. This policy supersedes any and all prior statements of the Council on this matter. This policy may be amended from time to time by the president as he or she deems necessary, and as required by law.

1. Retaliate means to threaten, discharge, suspend, demote, or take any other adverse employment action against a staff member because he or she made a good faith report that is covered by this policy.
2. Council staff members include exempt, non-exempt, full-time, and part-time employees of the Council; persons seconded to the Council; fellows; interns; consultants, and consulting associates and scientists.
3. A good faith report is one that is based upon an honest belief. A bad faith report intentionally provides false and/or misleading material information in order to achieve a dishonest purpose.
4. An illegal activity is an activity that violates a law, rule, or regulation.
5. An unethical activity is an activity that violates the standards of business and professional conduct that are set forth in the Council's global Employee Conduct Guidelines These Guidelines are available on the intranet.
6. Financial misconduct includes theft of or the unauthorized use of Council funds, intentionally disregarding Council internal financial controls, or engaging in financial, accounting, disclosure, or auditing practices that significantly deviate from generally accepted financial, accounting, disclosure, or auditing standards for not-for-profit research organizations. |
7. Misconduct in science includes acts of fabricating, falsifying, plagiarizing, or engaging in other practices that seriously deviate from those that are commonly accepted within the research community for proposing, conducting, or reporting research. It does not include honest error or honest differences in interpretation of data. A copy of the Council's Misconduct in Science Policy can be found on the Council intranet.
8. Copies of all the conflicts of interest policies that are mentioned in this policy are available on the intranet.
9. A copy of the Council's Discrimination, Harassment and Retaliation Policy can be found on

the
intranet.

10. Note that the Population Council's Misconduct in Science Policy also requires that the Council's Standing Committee on Research Integrity must participate in the investigation of misconduct in science matters. The Council's Institutional Review Board must also be kept appropriately informed about investigations concerning misconduct in science.

Last update: 15 May 2020

Workplace Problem Solving

The Council recognizes that workplace problems which are not easily solved may arise from time to time. These problems may include two or more staff members who are not working effectively together or staff members who are unhappy with a particular circumstance(s) that affects their work and productivity.

The following suggested guidelines outline recommended steps for resolution of these problems.

1. The staff member should discuss the matter directly with the individual(s) with whom he or she is experiencing difficulties to see if they can resolve the issues of concern together.
2. If the action in #1 above isn't effective, or the staff member feels the issues cannot be resolved in this way, he or she should consult his or her supervisor for advice and assistance on how to best address the situation.
3. If not comfortable with the actions suggested above or they have been tried and are not successful, the staff member should contact any member of Human Resources and/or the next higher supervisor in his or her work area up to the Executive Team member with the intention of resolving the issue.

If there is still no resolution, the problem should be brought directly to the attention of the Director of Human Resources.

4. If all of the prior steps have been taken and the issue is not settled, the staff member may request a hearing with the President.

Human Resources is always available to meet with staff members at any point before, during or after the procedures listed above, either on an informal or formal basis.

Last update: 05 December 2016



THE POPULATION COUNCIL GLOBAL CONDUCT POLICIES

The Council Conduct Policies section of The Population Council, Inc.'s Policies and Procedures (P&P) provides information regarding the Council's obligation to ensure orderly operations and provide the best possible work environment for our employees, volunteers, fellows and interns. These policies were established in order to protect the interests and safety of all individuals and the organization. Below you will find brief descriptions of these policies. Full descriptions of these policies can be found on the Council's intranet (internal web site), under Policy Center, Policy by Category, Employee Conduct, at the following link: <https://popcouncilglobal.sharepoint.com/sites/PolicyCenter>. At the end of this summary document, your signature is required to acknowledge that you have read, understand, and will abide by the full policies at these links. If you've received this document via email, please print the form, sign and date it, and return to Human Resources at Council Headquarters.

- **Anti-Trafficking Policy**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Anti-Trafficking.aspx>

It is the policy of the Population Council to fully comply with the U.S. government's laws, regulations, and policies prohibiting trafficking in persons by government contractors and award recipients, including, but not limited to, [USAID's Standard Provision M20 for U.S. Nongovernmental Organizations \("Trafficking in Persons"\)](#), as more fully set forth in this policy. All Council employees, subawardees or contractors at any tier are strictly prohibited from engaging in trafficking in persons, procurement of commercial sex acts, use of forced labor, and acts that directly support or advance trafficking in persons. The Population Council ("The Council") has developed a Model Anti-Trafficking Compliance Plan in accordance with the U.S. Government's zero-tolerance policy regarding trafficking in persons by government contractors and award recipients.

The Council opposes all forms of human trafficking, including sex trafficking, forced labor, and prostitution, because they are inconsistent with its mission. The Council is therefore committed to mitigating the risk of trafficking in persons in connection with its operations and programs.

- **Bullying Policy**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Bullying.aspx>

Bullying in the workplace negatively affects all concerned. It harms the morale and productivity of employees and can damage the reputation of the organization. The Council is committed to ensuring a civil work place, free from all forms of bullying and expects all staff members to uphold this policy by treating one another with courtesy and respect.

- **Child Protection Policy**

[https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Child-Protection\(1\).aspx](https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Child-Protection(1).aspx)

The Council believes that all children, regardless of age, race, gender, socio-economic status or cultural background deserve the opportunity to live full and productive lives and to be free from all forms of abuse. It is the policy of the Council to strive to empower children to reach their full potential and to keep the children who participate in Council work safe from harm.

- **Close Personal Relationships**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Close-Personal-Relationships.aspx>

The Population Council seeks to provide fair and equitable employment opportunities to all persons. However, close personal relationships between a manager and a staff member may lead to complications such as charges of discrimination, conflict of interest, favoritism, or impropriety. To ensure that these relationships do not influence decisions on hiring, promotion, or termination, the Council does not permit managers to hire or supervise staff members with whom they have close personal relationships.

- **Confidentiality of Personnel Information**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Confidentiality-of-Personnel-Information.aspx>

All information concerning Population Council current and former personnel, including but not limited to salaries, home addresses, and telephone numbers is considered strictly confidential.

- **Conflicts of Interest – Full Policy**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Conflicts-of-Interest.aspx>

It is the policy of the Population Council that its staff members conduct the affairs of the Council in accordance with the highest legal, ethical, and moral standards. This policy statement is not intended to call into question the loyalty, fidelity of service, and respect for the Council that its staff members demonstrate. Rather, it is designed to reinforce a standard of conduct that avoids both actual conflict of interest and the appearance of conflict of interest; reflects credit in the eyes of the public on the Council and its staff members; and protects the reputation, financial well-being, and legal obligations of the Council.

- **Conflicts of Interest – Institutional Financial Conflicts of Interest in Research Policy**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Conflicts-of-Interest--Institutional-Financial-Conflicts-of-Interest-in-Research.aspx>

It is the policy of The Population Council that the design, conduct, and reporting of its research will not be affected by the possibility that the Council or a Council official or his or her immediate family member may derive a financial benefit from the commercialization of the outcome of Council research. This policy provides a definition as to what constitutes an institutional financial conflict of interest in research (IFCIR), circumstances that may create an actual or potential institutional conflict of interest in research, and guidelines for preventing, identifying, and addressing an actual or potential institutional financial conflict of interest in research.

For more information, please read the full [Institutional Financial Conflicts of Interest in Research Policy](#).



- **Conflicts of Interest – Outside Remuneration**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Conflicts-of-Interest-Outside-Remuneration.aspx>

A. Financial Conflicts of Interest: A staff member shall not make a decision on behalf of the Council when the decision involves determining: (1) whether the Council should do business with an individual with whom the staff member does not have an arm's-length relationship; (2) whether the Council should do business with an entity in which the staff member alone or with his or her immediate family members has an ownership interest of more than 35 percent; or (3) whether the Council should do business with an entity from which the staff member or his or her immediate family members receive or will receive compensation. (For related information on compensation in the form of gifts, refer to section on [Gifts](#).)

See also **B. Participation in Outside Activities That Are Within the Scope of Council Duties**, and **C. Participation in Outside Activities That Are Outside the Scope of Council Duties**.

- **Contracts with Private Sector Organizations**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Contracts-with-Private-Sector-Organizations.aspx>

Information relating to the Council's contracts with private sector organizations is confidential. It is the Council's policy that such information remains confidential.

- **Discrimination, Harassment and Retaliation**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Discrimination,-Harassment-and-Retaliation.aspx>

The Population Council is committed to providing a courteous workplace in which all staff members are treated with dignity and respect. This policy protects the right of employees to work in an environment free from discriminatory harassment, sexual harassment, ridicule, or insult.

- **Fraud and Other Corrupt Practices Policy**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Fraud-and-Corruption.aspx>

Fraud and other corrupt practices deplete the financial and other resources of an organization that are needed to carry out its mission activities and operations, can result in legal sanctions against the organization and/or its employees, and cause damage to the reputation of the organization and those associated with it. It is the policy of the Population Council, Inc. (the "Council") that all of its activities and operations be carried out free of fraud and other corrupt practices (the "Policy"). The Council has zero tolerance for all fraud and corruption.

- **Illegal Use of Controlled Substances**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Illegal-Use-of-a-Controlled-Substance.aspx>

The Drug-Free Workplace Act of 1988 ("the Act"), requires that federal contractors and federal grant recipients certify that they will maintain a drug-free workplace. In compliance with the Act, all staff is absolutely prohibited from the unlawful manufacture, distribution, dispensation, possession or use of a controlled substance at any location where Council business is conducted. Violation of this policy could result in immediate dismissal. In addition, if a staff member is convicted of violating a criminal drug statute in the workplace, s/he must inform Human Resources of such conviction within five days of the conviction. Failure to do so could also result in immediate dismissal. If the Council does not comply with the requirements of the Act, it risks the suspension and/or termination of major contracts and could even be barred from any government work for up to five years. By signing this form, a staff member states that they will adhere to The Drug-Free Workplace Act.

- **Intellectual Property**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Intellectual-Property.aspx>

■ **ROYALTIES - PUBLICATIONS**

From time to time staff are called upon to write or edit professional publications in connection with their duties at the Council. The matter of ownership of any royalties that result from these publications will be decided between the staff member and the appropriate Executive Team member. The staff member and the Executive Team member should plan to meet on two separate occasions to discuss this matter. An initial discussion will take place prior to the staff member's undertaking any work on the document. At that time the staff member and the Executive Team member will discuss fully the intentions, the components, and the scope of work of the assignment. Based on these discussions a projection will be made concerning where "ownership" of the material will lie. A second discussion will be held upon completion of the assignment in order to review the earlier projections and to make a final decision on whether royalties will go to the Council, to the staff member, or be divided in some proportion between the two. When a final decision has been reached, the Executive Team member should prepare a memo outlining the agreement.

■ **ROYALTIES - INVENTIONS**

Council staff who are involved with scientific research are asked to sign an [Employees Patent Agreement form](#). This agreement specifies that staff will assign to the Council all rights and title in all inventions which relate in any way to actual or anticipated areas of Council activity, and that staff will not disclose confidential information concerning this work during or after employment with the Council. In the event that a Council invention is licensed for use other than by the Council, the Council inventor(s) shall be entitled to share in the net royalty income derived by the Council. The inventor will receive an amount equal to 50% of the first \$100,000 of the net royalty income realized by the Council and 10% of the net royalty income realized thereafter. The full Patent Policy and the associated Invention Disclosure form can be viewed [here](#) and [here](#). All staff involved with scientific research are required to sign the Agreement form.

- **Misconduct in Science**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Misconduct-in-Science.aspx>

The Public Health Service (PHS) has instituted a ruling which requires each institution that receives or applies for a research, research-training, or research-related grant or cooperative agreement under the Public Health Service act to submit an annual assurance certifying that the institution has established administrative policies regarding procedures for dealing with and reporting misconduct in science. This policy applies to all scientists and other personnel involved in the conduct of biomedical or behavioral research projects.



- **Safeguarding**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Safeguarding.aspx>

Vulnerable adults and children are the key populations with which we work. The Council has zero-tolerance for all forms of exploitation including sexual abuse, harassment, bullying, and neglect, and it is our policy to ensure the safety of and protection from such behaviors. We implement this policy through safeguarding measures, reporting, and monitoring procedures that are incorporated in our research and program interventions.

- **Solicitations**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Solicitations.aspx>

Solicitations are generally not permitted during working hours. This includes solicitations for Council employees on the occasion of illnesses, family financial problems, deaths, etc., as well as solicitations for purposes unrelated to Council business.

The term solicitation includes, but is not limited to, requesting funds, signatures, handing out promotional literature or gifts, offers to sell or buy anything, and conducting a membership drive. Exceptions to this policy are authorized by Human Resources.

- **Whistleblower Policy**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Whistleblower.aspx>

It is the policy of the Population Council that the Council will not retaliate against a staff member who makes a good faith report about a Council policy, activity, or practice that is illegal or unethical, or a good faith report about an illegal or unethical activity of another staff member that is related to the Council. A staff member who makes such a report is referred to as a whistleblower.

- **Workplace Problem Solving**

<https://popcouncilglobal.sharepoint.com/sites/PolicyCenter/SitePages/Workplace-Problem-Solving.aspx>

The Council recognizes that workplace problems which are not easily solved may arise from time to time. These problems may include two or more staff members who aren't getting along, but also include staff members who are unhappy with a particular circumstance(s) that affects their work and productivity. The following suggested guidelines outline recommended steps for resolution of these problems.

My signature below signifies that I have reviewed these policies as they appear on the Council's internal web site (intranet), understand their content, and will abide by them in all respects.

I understand that in addition to signing this form, I am required to sign separate documents/agreements for the following policies:

Conflicts of Interest:

[Conflict of Interest Disclosure Form](#) (This form must be completed upon hire and as potential conflicts arise.)

[Financial Disclosure Form for Staff Members Engaged in Research](#) (This form must be completed upon hire, annually, and as potential conflicts arise.)

Intellectual Property:

Employee Patent and Confidentiality Agreement: [patent_agreement.pdf](#) (This form must be signed upon hire.)

Signature: _____

Date: _____

Print Full Name: Simona Simona

Human Resources updated_08-26-20



Conflict of Interest Disclosure Form

This form is for use in all offices of the Council.

This form is for use with new hires and during employment should a situation arise that may constitute a conflict of interest in accordance with the Council's Conflict of Interest policy.

Printed name of staff member: Simona Simona

Program/Division/Office: External Collaborator's Program Office Location: N/A

I have read the provisions of the Council's Conflict of Interest policy, and understand that it is my responsibility to disclose any situation that is or may be perceived as a conflict of interest with my work at the Council. I therefore make the following statement:

☒ To my knowledge, there is no situation or activity that represents a conflict of interest between my work with the Population Council and any outside activity, relationship or affiliation.

☐ I disclose the following and ask that it be clarified as to whether or not a conflict exists.

Comments:

Signature/Date: _____

Supervisor Comments

(if you believe this represents a conflict, recommend appropriate remedy)

Comments:

Signature/Date: _____

This form should be routed in accordance with the Conflict of Interest Policy. Please forward all documentation regarding this notice to Human Resources for filing in the personnel file.

Division, Program Director or Officer Comments

(if you believe this represents a conflict, recommend appropriate remedy)

Comments:

Signature/Date: _____

President/BOT Comments (if required)

(if you believe this represents a conflict, indicate remedy)

Comments:

In Process

Signature/Date: _____

This form should be routed in accordance with the Conflict of Interest Policy. Please forward all documentation regarding this notice to Human Resources for filing in the personnel file.

Financial Disclosure Form for All Population Council Staff Members Engaged in Research

Name of staff member (please print): Simona Simona

Program/division/office: External Collaborator's Program Office location: N/A

- As described in the Population Council's policy on conflict of interest, each Population Council staff member who is engaged in research must complete and submit this form annually. Additional disclosure forms must be completed by the staff member as he or she becomes aware of reportable significant financial interests. Please include any reportable significant financial interests from the past 12 months in addition to those going forward.
- Fill out the form by checking all appropriate boxes and providing explanations where necessary. Return the completed and signed form to Human Resources.

Do you, your spouse or life partner, or dependent children possess a significant financial interest¹ in an entity² or entities not controlled by the Population Council whose financial interests would reasonably appear to be affected by your research activities at the Council? If yes, please complete entries 1–4 for each entity. If no, skip to the signature block at the end of this form. ☐ Yes ☒ No

1. Name of entity (omit governmental funding agencies):

2. Annual income from entity, including fair value of nonmonetary payments:

☐ US\$10,000 or less ☐ More than US\$10,000

Value of ownership interest:

☐ US\$10,000 or less ☐ More than US\$10,000

Percentage of ownership, issued and outstanding:

☐ 1% or less ☐ 2–34% ☐ 35–64% ☐ 65% or more

3. List your current or prospective Population Council research that is related to the entity: _____

4. Please check each category that is applicable to the significant financial interest:

☐ Consulting fees

☐ Stock, stock option, partnership share, or other ownership interest acquired by purchase

☐ Stock, stock option, partnership share, or other ownership interest acquired by means other than purchase

☐ Salary

☐ Compensation for service on boards of directors

☐ Honoraria

☐ Royalties (either direct or through Council or other royalty-sharing policies) for inventions, etc.

☐ Royalties for publications promoting this entity

☐ Gift, gratuity, or other (please specify below) _____

1. Name of entity (omit governmental funding agencies):

2. Annual income from entity, including fair value of nonmonetary payments:

☐ US\$10,000 or less ☐ More than US\$10,000

Value of ownership interest:

☐ US\$10,000 or less ☐ More than US\$10,000

Percentage of ownership, issued and outstanding:

☐ 1% or less ☐ 2–34% ☐ 35–64% ☐ 65% or more

3. List your current or prospective Population Council research that is related to the entity: _____

4. Please check each category that is applicable to the significant financial interest:

☐ Consulting fees

☐ Stock, stock option, partnership share, or other ownership interest acquired by purchase

☐ Stock, stock option, partnership share, or other ownership interest acquired by means other than purchase

☐ Salary

☐ Compensation for service on boards of directors

☐ Honoraria

☐ Royalties (either direct or through Council or other royalty-sharing policies) for inventions, etc.

☐ Royalties for publications promoting this entity

☐ Gift, gratuity, or other (please specify below) _____

¹ A significant financial interest is anything of monetary value, including, but not limited to, salary or other payments for services (e.g., consulting fees, fees for service as a director, gifts, favors, or honoraria); equity interest (e.g., stock, stock options, or other ownership interests); and intellectual property rights (e.g., patents, copyrights, and royalties from such rights). This term excludes: (1) salary from the Council; (2) an equity interest that, when aggregated for the staff member and his or her spouse or life partner and dependent children, meets both the following tests: does not exceed US\$10,000 in value as determined through reference to public prices or other reasonable measures of fair market value and does not represent more than one percent ownership in any single entity; or (3) salary, royalties, or other payments that, when aggregated for the staff member and his or her spouse or life partner and dependent children over the next 12 months, are not expected to exceed US\$10,000.

² An entity is a public or nonpublic corporation, partnership, trust, and so forth. A list of the entities with which the Council does business is available upon request from the Office of the General Counsel and the director of Grants & Contracts.

1. Name of entity (omit governmental funding agencies): _____

2. Annual income from entity, including fair value of nonmonetary payments:

☐ US\$10,000 or less ☐ More than US\$10,000

Value of ownership interest:

☐ US\$10,000 or less ☐ More than US\$10,000

Percentage of ownership, issued and outstanding:

☐ 1% or less ☐ 2–34% ☐ 35–64% ☐ 65% or more

3. List your current or prospective Population Council research that is related to the entity: _____

4. Please check each category that is applicable to the significant financial interest:

☐ Consulting fees

☐ Stock, stock option, partnership share, or other ownership interest acquired by purchase

☐ Stock, stock option, partnership share, or other ownership interest acquired by means other than purchase

☐ Salary

☐ Compensation for service on boards of directors

☐ Honoraria

☐ Royalties (either direct or through Council or other royalty-sharing policies) for inventions, etc.

☐ Royalties for publications promoting this entity

☐ Gift, gratuity, or other (please specify below) _____

1. Name of entity (omit governmental funding agencies): _____

2. Annual income from entity, including fair value of nonmonetary payments:

☐ US\$10,000 or less ☐ More than US\$10,000

Value of ownership interest:

☐ US\$10,000 or less ☐ More than US\$10,000

Percentage of ownership, issued and outstanding:

☐ 1% or less ☐ 2–34% ☐ 35–64% ☐ 65% or more

3. List your current or prospective Population Council research that is related to the entity: _____

4. Please check each category that is applicable to the significant financial interest:

☐ Consulting fees

☐ Stock, stock option, partnership share, or other ownership interest acquired by purchase

☐ Stock, stock option, partnership share, or other ownership interest acquired by means other than purchase

☐ Salary

☐ Compensation for service on boards of directors

☐ Honoraria

☐ Royalties (either direct or through Council or other royalty-sharing policies) for inventions, etc.

☐ Royalties for publications promoting this entity

☐ Gift, gratuity, or other (please specify below) _____

1. Name of entity (omit governmental funding agencies): _____

2. Annual income from entity, including fair value of nonmonetary payments:

☐ US\$10,000 or less ☐ More than US\$10,000

Value of ownership interest:

☐ US\$10,000 or less ☐ More than US\$10,000

Percentage of ownership, issued and outstanding:

☐ 1% or less ☐ 2–34% ☐ 35–64% ☐ 65% or more

3. List your current or prospective Population Council research that is related to the entity: _____

4. Please check each category that is applicable to the significant financial interest:

☐ Consulting fees

☐ Stock, stock option, partnership share, or other ownership interest acquired by purchase

☐ Stock, stock option, partnership share, or other ownership interest acquired by means other than purchase

☐ Salary

☐ Compensation for service on boards of directors

☐ Honoraria

☐ Royalties (either direct or through Council or other royalty-sharing policies) for inventions, etc.

☐ Royalties for publications promoting this entity

☐ Gift, gratuity, or other (please specify below) _____

Please add any explanations you may have: _____

I have answered in full and to the best of my ability and will promptly update this information when I become aware of reportable information. This is page ____ of a total of ____ pages that I am enclosing.

Signature: _____ Date: _____

THE POPULATION COUNCIL, INC.

Employee Patent and Confidentiality Agreement

This Agreement is effective _____, between THE POPULATION COUNCIL, Inc. (hereinafter referred to as "Council") and Simona Simona (hereinafter referred to as "Employee").

In consideration of the employment or continued employment of Employee by Council, and payment of a wage, salary, or other remuneration, the parties agree as follows:

1. For the purposes of this Agreement, the following terms shall have the meanings specified in this Paragraph 1:

a. "Inventions" means patentable or unpatentable inventions, discoveries, improvements, or ideas (and any and all domestic and foreign patent rights therefor) that

(i) relate in any way to Council's actual or anticipated work relating to the human reproductive system, or

(ii) are suggested by or result from any task or work performed by Employee for or on behalf of Council, that are conceived, made or first disclosed, jointly or solely, by Employee during Employee's employment by Council.

b. "Confidential Information" means information not generally known about Council's technical, research, and business affairs, including but not limited to grants, processes, products, plans, Inventions, accounting and financing, and the activities of Council's grantees, whether or not such information has been reduced to documentary form.

2. Employee agrees that, except as required by his/her duties to Council, he/she will:

a. not disclose or use for himself/herself or others Confidential Information during or after employment by Council, and

b. return to Council all documents or other physical objects embodying Confidential Information, and all reproductions thereof, upon request and, in any event, upon termination of employment by Council.

3. Employee agrees:

a. to promptly furnish to Council a complete record and disclosure of all Inventions.

b. to assign (and Employee does hereby assign) to Council his/her entire right, title, and interest in and to all Inventions.

c. to aid Council in securing the full benefit and protection of all Inventions, and to this end Employee agrees promptly to do all lawful things and to execute and deliver all proper documents that are

deemed necessary or desirable by Council to secure and maintain for Council patent protection for such Inventions or to vest title therein in Council, provided Council bears all expenses in connection therewith.

4. Council shall reimburse Employee for expenses incurred and compensate Employee at reasonable rates for post-employment services rendered in performing Employee's obligations pursuant to the provisions of Paragraph 3.c.

5. This Agreement shall be binding upon and inure to the benefit of the successors and assigns of Council, and Paragraphs 2 and 3 hereof shall be binding upon Employee's heirs, legal representatives, and assigns.

6. Any communication from Employee to Council pursuant to Paragraph 3 hereof shall be addressed to the President of the Council or such other person as may be designated by the President of Council from time to time, and the President or his/her designee as herein provided, and no others, shall be authorized to act for Council insofar as concerns the provisions of Paragraph 3 hereof.

7. This Agreement shall supersede and replace any existing agreement entered into between Employee and Council relating to the same subject matter.

8. Employee represents that he/she has received and reviewed Council's Patent Policy.

9. This Agreement shall be interpreted and construed in accordance with the laws of the State of New York excluding that body of law governing the conflicts of laws. Should any portion of this Agreement be adjudged or held to be invalid, unenforceable or void, such holding shall not have the effect of invalidating or voiding the remainder of this Agreement, and the parties hereby agree that the portion so held invalid, unenforceable or void shall, if possible, be deemed amended or reduced in scope or otherwise to be stricken from this Agreement to the extent required for purposes of validity and enforcement thereof.

EXECUTED IN DUPLICATE this _____ day of _____, _____.

EMPLOYEE: _____

Social Security No.: _____

ACCEPTED: THE POPULATION COUNCIL, INC.

By: _____

Population Council

Social Media Guidelines

Social media platforms provide organizations and individuals with opportunities to share work and ideas. The Office of Strategic Communications (OSC) manages the Population Council's institutional [Twitter](#), [Facebook](#), and [Linked In](#) accounts to highlight and promote our research and programs, and to recruit job candidates. Please contact OSC if you would like the Council to highlight your work on these platforms.

Some large research projects run by the Council manage their own project-related websites, knowledge management systems, and social media accounts. Individuals who work at the Council may also have their own personal social media accounts (Facebook, Twitter, etc.) and may participate in professional social networks such as [Academia.edu](#) or [ResearchGate](#). Through these platforms, staff may share personal and professional news and opinion. Staff may also subscribe to and participate in professional listservs (electronic mailing lists).

The Council asks individual staff members, as well as those managing websites related to large research projects, to please refer to the guidelines below when communicating online:

- **Be Mindful:** Use responsible judgment when posting. Once published, posts should be considered searchable and available to everyone. If a post could have a negative impact on yourself, a colleague, or the Council, don't post it.

While staff members are encouraged to join listservs based on relevant area(s) of expertise, please be mindful that these are not private or closed discussions, and may include reporters, bloggers, donors, etc. Please do not post anything that you would not want published in a news outlet or blog, or that you would not say in a face-to-face conversation.

In general, social media – including email listservs – can be helpful platforms for sharing information. However, it can be very difficult to use them successfully for nuanced or detailed conversations about complex issues. We recommend you save difficult concepts or thoughts for 1:1 communications. If you have any questions or hesitations, ask the Office of Strategic Communications for guidance.

- **Represent the Council with Respect:** Always use professional and thoughtful language. As noted above, please be mindful that your comments may be more widely accessible than you expect. If you are contacted by a reporter or blogger, please contact the Office of Strategic Communications.
- **Consider Others:** Do not make remarks that are off-topic or offensive. Do not post comments that are obscene, defamatory, profane, threatening, harassing, abusive, or discriminatory.
- **Take Responsibility:** Proofread your content carefully and remember that you are personally responsible for your posts. Correct any misprints or falsified information immediately.
- **Be a Resource:** When relevant and helpful to your networks, feel free to direct people to Council research and resources that are posted on popcouncil.org.
- **Maintain Confidentiality:** Please do not publish information about colleagues, donors, or partners without their permission. Remember that confidential information should be treated as such. Please keep internal conversations within the Council.
- **Tag the Council when Appropriate:** When posting professional news or highlighting Council projects/events on your personal social media accounts, be sure to tag the Council in your post. This will link to the Council's social media accounts and expand our audience.
- **Only Post Photos with Consent:** If you plan to post photos of your work, be sure to obtain consent from any individuals you intend to photograph, and note that photos were taken with consent when you post them. If you are unsure about a photo or how to obtain consent, please contact the Office of Publishing and Creative Services and the Office of the General Counsel.
- **Abide by Copyright Restrictions:** Do not violate copyright, trademark, or other intellectual property rights of any person or organization. If you would like to draw attention to Council publications, do not post documents to listservs, on social media, or on personal websites. Instead, please post a link to where the publication lives on popcouncil.org, so that we may continue to track and quantify readership and downloads of your articles to measure impact. Always seek appropriate

permission and provide citations. If you have any hesitations, contact the Office of Publishing and Creative Services.

- **Separate Personal from Professional:** Make sure there is no perception of Council involvement or support of personal posts. If you participate in specific campaigns, advocacy or lobbying, do not use the Council's name.

Staff members who are asked to lend their name in support of an advocacy campaign or to a sign-on letter, must make clear that they are signing on as individuals, not as representatives of the Population Council, unless those requests are reviewed and approved by the Office of Strategic Communications, Office of the General Counsel, and by the Council's president.

Council staff are advised not to post personal views via listservs or make any statements that might be misconstrued as being held by the Council. Be mindful that if you connect with professional colleagues via social media platforms, photographs of your personal activities or your individual opinions could impact your professional image. And consider posting the following disclaimer when discussing controversial topics: *The views expressed here represent my own and not those of the Population Council.*

- **Post on Personal Time:** Personal use of social networks should be conducted on your own time and should not interfere with your job responsibilities.
- **Take Advantage of the Office of Strategic Communications:** OSC is here to help. If you have questions about whether or how to post specific information – or about how to respond to a difficult or challenging response to your social media interactions, don't hesitate to contact a member of the Council's communications team at pubinfo@popcouncil.org or +1-212-339-0653.

###

Combatting Trafficking in Persons Policy

Key Points

- Trafficking in Persons (Human Trafficking) is the recruitment, transportation, transfer, harboring or receipt of persons, by means of the threat or use of force or other forms of coercion, of abduction, of fraud, of deception, of the abuse of power or of a position of vulnerability or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person, for the purpose of exploitation.
- The Population Council opposes all forms of human trafficking, including sex trafficking, forced labor, and prostitution because they are inconsistent with its mission.
- This policy describes the Population Council's guiding principles with respect to opposing human trafficking, sex trafficking, forced labor, and prostitution and applies to all Population Council personnel worldwide, and to all Population Council subawardees, or contractors, at any tier, or their employees, labor recruiters, brokers or other agents.
- In accordance with the U.S. government's laws, regulations, and policies, all Population Council employees, subawardees, or contractors, at any tier, or their employees, labor recruiters, brokers or other agents, are strictly prohibited from:
 - Engaging in trafficking in persons;
 - Procuring Commercial Sex Acts
 - Using Forced Labor in the performance of any U.S. government or other award;
 - Performing acts that directly support or advance trafficking in persons, including the following acts:
 - Destroying, concealing, confiscating, or otherwise denying an employee access to that employee's identity or immigration documents;
 - Failing to provide or pay for return transportation for an employee from a country outside the United States to the country from which the employee was recruited upon the end of employment if requested by the employee, unless exempted as per the policy;
 - Soliciting a person for the purpose of employment, or offering employment, by means of materially false or fraudulent pretenses, representations, or promises regarding that employment;
 - Charging employees recruitment fees; or

Providing or arranging housing that fails to meet the host country housing and safety standards.
- The Population Council will maintain a written anti-trafficking compliance plan for all U.S. government awards with an estimated value in excess of \$500,000 ("Covered Agreements") that are for services to be performed outside the United States.
- All employees are required to report any suspected trafficking-related activity or violation of this policy to the Population Council.
- Employees of the Population Council, subrecipient organizations, or contractor organizations who engage in any of the prohibited activities listed above, fail to comply with any applicable contractual language or compliance plan, fail to report or forward a report of suspected trafficking-related activity, or otherwise violate the policy will be subjective to disciplinary/corrective action, up to and including immediate termination of employment (for Council personnel) or termination of subaward / contract with the Population Council (for subawardees / contractors).

I. Introduction

The Population Council ("The Council") seeks to improve the well-being and reproductive health of current and future generations around the world and to help achieve a humane, equitable, and sustainable balance between people and resources. The Council opposes all forms of human trafficking, including sex trafficking, forced labor, and prostitution, because they are inconsistent with its mission. The Council is therefore committed to mitigating the risk of trafficking in persons in connection with its operations and programs.

II. Scope

This policy applies to all Population Council employees worldwide, and to all Population Council subawardees, or contractors, at any tier, or their employees, labor recruiters, brokers or other agents.

III. Definitions

- Agent- Any individual, including a director, officer, an employee, or an independent contractor, authorized to act on behalf of the organization.
- Coercion-
 - Threats of serious harm to or physical restraint against any person
 - Any scheme, plan, or pattern intended to cause a person to believe that failure to perform an act would result in serious harm to or physical restraint against a person; or
 - The abuse or threatened abuse of the legal process.
- Commercial Sex Act- Any sex act on account of which anything of value is given to or received by any person
- Employee- an individual who is engaged in the performance of this award as a direct employee, consultant, or volunteer of the recipient or any subrecipient.
- Forced Labor- Knowingly providing or obtaining the labor or services of a person:
 - By threats of serious harm to, or physical restraint against, that person or another person
 - By means of any scheme, plan, or pattern intended to cause the person to believe that, if the person did not perform such labor or services, that person or another person would suffer serious harm or physical restraint; or
 - By means of the abuse or threatened abuse of law or the legal process.
- Trafficking in Persons (Human Trafficking)- the recruitment, transportation, transfer, harboring or receipt of persons, by means of the threat or use of force or other forms of coercion, of abduction, of fraud, of deception, of the abuse of power or of a position of vulnerability, or of the giving or receiving of payments or benefits to achieve the consent of a person having control over another person, for the purpose of exploitation.
- Sex Trafficking- means the recruitment, harboring, transportation, provision, or obtaining of a person for the purpose of a commercial sex act.

IV. Policy

a. Policy Statement

U:\HR\PS_COM\Council Conduct Policies\New anti-Trafficking policy\CLEAN DRAFT Policy Procedure Combatting Trafficking in Persons_9-27-17.docx

It is the policy of the Council to fully comply with the U.S. government's laws, regulations, and policies prohibiting trafficking in persons by government contractors and award recipients, including, but not limited to, [USAID's Standard Provision M20 for U.S. Nongovernmental Organizations \("Trafficking in Persons"\)](#), as more fully set forth in this policy.

b. Prohibited Activities

In accordance with the U.S. government's laws, regulations, and policies, all Population Council employees, subawardees, or contractors, at any tier, or their employees, labor recruiters, brokers or other agents, are strictly prohibited from engaging in:

- 1) Trafficking in persons (see definition in Section III);
- 2) Procurement of Commercial Sex Acts (see definition in Section III) during the period of any U.S. government award;
- 3) Use of Forced Labor (see definition in Section III) in the performance of any U.S. government award;
- 4) Acts that directly support or advance trafficking in persons, including the following acts:
 - i. Destroying, concealing, confiscating, or otherwise denying any employee access to his or her identity or immigration documents;
 - ii. Failing to provide return transportation or pay for return transportation costs to an employee from a country outside the United States upon the end of employment, to the country from which the employee was recruited if requested by the employee, unless:
 - a. exempted from the requirement to provide or pay for such return transportation; or
 - b. the employee is a victim of human trafficking seeking victim services or legal redress in the country of employment or a witness in a human trafficking enforcement action;
 - iii. Soliciting a person for the purpose of employment, or offering employment, by means of materially false or fraudulent pretenses, representations, or promises regarding that employment;
 - iv. Charging recruitment fees to employees; and
 - v. Providing or arranging housing that fails to meet the host country housing and safety standards

c. Compliance Plan

- The Population Council will maintain a written anti-trafficking compliance plan for all U.S. government awards with an estimated value in excess of \$500,000 ("Covered Agreements") that are for services to be performed outside the United States. The Council must provide a copy of the compliance plan to the Agreement Officer upon request and will post the compliance plan on the intranet and in the workplace. In addition, the Council must submit to the Agreement Officer the annual "Certification regarding Trafficking in Persons, Implementing Title XVII of the National Defense Authorization Act for Fiscal Year 2013" prior to award execution (when applicable).
- The Human Resources Department has worked with Grants & Contracts, to develop and maintain a written model compliance plan ("Model Compliance Plan") setting out the Population Council's standard processes and procedures for enforcing this policy and complying with anti-trafficking

requirements as required by applicable law and regulations. The Model Compliance Plan will be posted on the Population Council's intranet.

- The Model Compliance Plan will presumptively apply to all Covered Agreements but may need to be adapted or modified in certain cases, depending on the size and complexity of the award as well as the nature and scope of activities, including the number of non-U.S. citizens expected to be employed. Such adaptation/modification to develop custom compliance plans will be the responsibility of Grants & Contracts.

V. Reporting Requirements and Procedure

- All employees are required to report any suspected trafficking-related activity or violation of this policy to the Population Council. Reports may be made to any Council supervisor, Country Director, Program Director, or any Human Resources representative. The receiving party is required to immediately forward the report to the Council's NY Human Resources Department.
- Employees who believe they or others have been subjected to prohibited trafficking-related activities may report the activity as outlined above, or may contact the Global Trafficking Hotline at 1-844-888-FREE and its email address at help@befree.org.
- Employees who believe they or others have been subjected to prohibited trafficking-related activities may also report the activity in accordance with the Council's "whistleblower policy," including using the Toll free whistleblower hotline:
- NY Human Resources will investigate all reports of prohibited trafficking-related activity or violations of this policy and take appropriate action. The Office of the General Counsel, with assistance from the Grants & Contracts Department, will promptly notify the Agreement Officer and the USAID Office of the Inspector General. The Council will fully cooperate with any Federal agencies responsible for audits, investigations, or corrective actions relating to trafficking in persons.
- The Council strictly prohibits retaliation against any employee who reports prohibited trafficking-related activity or other violations of this policy, or who cooperates with any internal or government investigations of such reports. Employees may do so without fear of reprisal. Population Council personnel who engage in any form of retaliation against those who report prohibited trafficking-related activities or other violations of this policy are subject to disciplinary action, up to and including termination of employment at the Population Council.

VII. Consequences of Violations

- Employees of the Population Council, subrecipient organizations, or contractor organizations who engage in any of the prohibited activities listed above, fail to comply with any applicable contractual language or compliance plan, fail to report or forward a report of suspected trafficking-related activity, or otherwise violate the policy will be subjective to disciplinary/corrective action, up to and including immediate termination of employment (for Council personnel) or termination of subaward / contract with the Population Council (for subawardees / contractors).

Please click [here](#) to access the Council's Model Compliance Plan.

Population Council Model Anti-Trafficking Compliance Plan

I. Introduction and Purpose

The Population Council ("The Council") has developed this Model Anti-Trafficking Compliance Plan ("Model Compliance Plan") in accordance with the U.S. Government's zero-tolerance policy regarding trafficking in persons by government contractors, award recipients, as set out in [USAID Standard Provision M20 for U.S. Nongovernmental Organizations \("Trafficking in Persons"\)](#)

The purpose of this Model Compliance Plan is to set out the Population Council's standard procedures for

- Making Council employees aware of the conduct prohibited under the Population Council's policy and the Anti-Trafficking Requirements, and the actions that may be taken against employees for violations;
- Employing fair recruitment, wage and housing practices; and
- Preventing prohibited trafficking activity by employees, contractors, subrecipients, or any of their employees, or any agents, and monitoring, detecting and terminating those who engage in such activities.

II. Applicability

This Model Compliance Plan sets out the Council's baseline standards for anti-trafficking compliance and applies presumptively to all U.S. Government awards and subawards. **However, it may need to be adapted or modified for projects that are larger, more complex, or involve greater risk of trafficking activity.** For all awards with an estimated value of \$500,000 or more, or that involve activities outside the United States, program staff should examine each one individually to assess the risk of trafficking activity, based on factors such as the number of non-U.S. citizens to be employed and whether the award will involve services susceptible to trafficking in persons. Program staff should adapt or modify the Model Compliance Plan as necessary to ensure that it is appropriate to the size and complexity of the award and the nature and scope of activities to be performed.

III. Employee Awareness Program

The Population Council has adopted a policy on Combatting Trafficking in Persons ("Policy") that reflects the Anti-Trafficking Requirements' provisions prohibiting trafficking-related activities, describes the actions that the Council may take against employees and agents who violate the Policy, and sets out the procedure for reporting and investigating Policy violations. The Policy is posted on the Council's intranet where it can be accessed by all Council employees at any time. The Policy's adoption and any subsequent revisions will be announced in company-wide emails, containing a link to the Policy, intranet, and instructions to access and review it. The Population Council will also send out periodic emails (typically annually) reminding Council employees to regularly review the Policy and stay up to date on its contents.

The Policy is also summarized in the Council's Conduct Policies, which is posted on the intranet and can be accessed by Council personnel at any time. All newly hired personnel will be required to read and acknowledge the Council's Conduct Policies, including its summary of the Combatting Trafficking in Persons Policy.

The Council may also conduct specialized training on the Anti-Trafficking requirements, the Policy and the Model Compliance Plan on an as-needed basis.

IV. Recruitment and Wage Plan

https://inside.popcouncil.org/joomla/intranet/images/Documents/GrantsMgmt/Policy_Documents/AntiTraffickingCompliancePlan.docx/9-27-17 HR update

The Population Council prohibits the use of any misleading or fraudulent recruitment practices during the recruitment of employees or offers of employment to employees. Council personnel must fully and accurately disclose, in a format and language accessible to the employee, all key terms and conditions of employment, including wage and benefits, work location, living conditions, housing and associated costs (where provided or arranged by the Council), significant costs to be charged to the employee, and, if applicable, the hazardous nature of the work. In addition:

- The Council prohibits the use of recruiters that do not have specifically skilled employees, or that do not comply with all labor laws of the country where the recruitment takes place.
- The Council prohibits charging recruitment fees to any employee.
- The Council will pay wages that meet applicable host-country legal requirements to all employees, or will explain any variance.

Where required by law or contract, the Council will provide every employee with either an employment contract, recruitment agreement, or other required work document, which is written in a language that the employee understands, contains all required information about the terms and conditions of employment, which may include the work description, wages, work location, time off, grievance process, and the prohibition of recruitment fees. In addition:

- The Council prohibits destroying, concealing, confiscating, or otherwise denying any employee access to his or her identity or immigration documents;
- The Council will provide or pay the cost of return transportation at the end of employment upon request of an employee who is not a national of the country where the work took place and was brought into that country by the Council for purposes of working on a covered U.S. Government award unless the Council is exempted from this requirement or if the employee is a victim of human trafficking seeking victim services or legal redress in the country of employment or a witness in a human trafficking enforcement action.

V. Housing Plan

In instances where the Council provides housing to employees, the housing will, at minimum, meet host country housing and safety standards.

VI. Supplier Compliance

The Council requires all of its consultants, contractors, and subrecipients ("Suppliers") funded by this agreement to comply with the Policy and this Model Compliance Plan (or applicable, modified compliance plan), and will include language to that effect in all Supplier contracts and subagreements ("Supplier Agreements"). Where applicable, the Council will also flow down USAID Standard Provisions of applicable contract provisions to Supplier Contracts.

If any Supplier fails to comply with the Policy or applicable Anti-Trafficking Requirements, the Council will take appropriate action to remediate the violation and prevent future violations, including, but not limited to:

- Requiring the Supplier to remove an employee or agent from a project
- Requiring the Supplier to terminate its relationship with any Supplier contractor, consultant, supplier, subcontractor or subrecipient
- Suspending payments to Supplier until violation is remedied
- Immediately terminating the Supplier Contract

VII. Reporting Requirements and Procedure

All Council employees, Suppliers, and Supplier employees, consultants, volunteers, and agents (“Supplier Personnel”) are required to report any suspected trafficking-related activity or violations of the Policy to the Council. Reports can be made to any Council supervisor, Country or Program Director, Executive team member, or any HR-NY representative. He or she who receives such a report is required to immediately forward the report to the Human Resources Department. Council employees and Supplier Personnel who believe that they or others have been subjected to prohibited trafficking-related activities may report the activity as outlined above, may use the Council’s anonymous [Whistleblower Policy](#) hotline administered by The Network (The toll free number when calling from the US and Canada is 866-489-5824. All of our other international locations can contact ReportLine in the US by calling collect at +770-776-5680), or may contact the Global Human Trafficking Hotline at 1-844-888-FREE or help@befree.org. The Human Resources Department will investigate all reports of prohibited trafficking-related activity or violations of the Policy and take appropriate action. The Office of the General Counsel, with assistance from the Grants & Contracts Department, will make all required notifications to the Agreement Officer and the USAID Office of the Inspector General.

The Council strictly prohibits retaliation against any Council employee who reports prohibited trafficking-related activity or other violations of this Policy, or who cooperates with any internal or government investigations of such reports. Employees may do so without fear of reprisal. Council employees who engage in any form of retaliation against those who report prohibited trafficking-related activities or other violations of this policy are subject to disciplinary action, up to and including termination of employment with the Council.

VIII. Investigations

If the Council receives credible information alleging prohibited trafficking-related activity, the Human Resources Department will conduct an investigation and report its findings and determine what, if any, remedial action is appropriate. The Human Resources Department will also monitor Council management’s implementation of such remedial action. The Office of the General Counsel, with assistance from the Grants & Contracts Department, will be responsible for immediately notifying the Agreement Officer and the USAID Office of the Inspector General of the information received and any resulting remedial action taken.

The Council will fully cooperate with any U.S. Government agencies responsible for any investigations, audits or corrective actions relating to trafficking in persons, including, but not limited to, providing timely and complete responses to document requests, and providing reasonable access to the Council’s facilities and staff. The Council will not prevent or hinder employees suspected of being victims of or witnesses to prohibited activities from cooperating fully with U.S. government authorities.

IX. Posting

The Council will post this Model Compliance Plan on the intranet.

The Population Council's Conflicts of Interest Policy

It is the policy of the Population Council, Inc. that its staff members conduct the affairs of the Council in accordance with the highest legal, ethical, and moral standards. This policy statement is not intended to call into question the loyalty, fidelity of service, and respect for the Council that its staff members demonstrate. Rather, it is designed to reinforce a standard of conduct that avoids both actual conflict of interest and the appearance of conflict of interest; reflects credit in the eyes of the public on the Council and its staff members; and protects the reputation, financial well-being, and legal obligations of the Council.

This policy statement does not intend to interfere with the personal interests or activities of staff members; it is meant to protect Council staff members from being placed in compromising positions by providing guidelines as to what constitutes a conflict of interest and by stating the available remedies and recourse.

The Council publishes these guidelines mindful of the fact that the good judgment of each staff member is essential and that no list of rules or guidelines can provide direction for every circumstance that may arise.

This policy applies to all staff members, namely exempt, nonexempt, full-time, and part-time employees of the Council; persons seconded to the Council; fellows; and consulting associates and scientists. This policy also applies to contractors in some cases. (For related information on the application of this policy to contractors, refer to section on [Additional Guidelines Applicable to Staff Members and Third Parties Engaged in Council Research](#).) This policy will be distributed to staff members every other year. Each staff member will be required to return an acknowledgement confirming his/her receipt, review, and agreement to comply with the terms of this policy.

The policy is divided into the following sections:

- I. [Definition of Conflict of Interest](#)
- II. [Components of the Policy](#)
 - A. [Financial Conflicts of Interest](#)
 - B. [Participation in Outside Activities That Are Within the Scope of Council Duties](#)
 - C. [Participation in Outside Activities That Are Outside the Scope of Council Duties](#)
 - D. [Participation in Political Activities and Governmental Actions](#)

- E. [Use of Council Resources](#)
- F. [Solicitation on Council Premises](#)
- G. [Gifts](#)
- III. [Procedures for Disclosure and Review](#)
- IV. [Additional Guidelines Applicable to Staff Members and Third Parties Engaged in Council Research](#)
 - A. [Disclosure Requirement](#)
 - B. [Procedure for Review During Research Approval Process](#)
 - C. [Procedure for Review During the Conduct of Research](#)
 - D. [Measures to Manage, Reduce, or Eliminate an Actual or Potential Financial Conflict of Interest in Research](#)
 - E. [Reporting Requirement](#)
 - F. [Application of NSF and PHS Rules to Third Parties](#)
- V. [Record Keeping](#)
- VI. [Failure to Comply with Conflicts of Interest Policy](#)
- VII. [Questions](#)
- VIII. [Effective Date](#)

In Process

I. DEFINITION OF CONFLICT OF INTEREST

A conflict of interest exists when a staff member uses his or her Council position or confidential information¹ obtained during the performance of his or her Council duties for personal benefit or for the benefit of his or her immediate family members (spouse or life partner, children, spouses or life partners of children, parents, grandparents, grandchildren, siblings, and spouses or life partners of siblings).

A conflict of interest also exists where the performance of an outside activity² does or may reasonably be expected to (1) compete with, contravene, or diminish the interests of the Council; or (2) interfere with the staff member's performance of his or her Council duties.

¹ Confidential information is information not generally known about the Council's technical, research, and business affairs, including but not limited to contracts; processes; products; plans; patentable or unpatentable inventions; discoveries, improvements, or ideas that relate in any way to the work of the Council, its accounting, or its financing; activities of Council grantees; and information that is disclosed to the Council pursuant to a secrecy agreement between the Council and a person or entity with which the Council conducts or plans to conduct business, whether or not such information has been reduced to documentary form.

² An outside activity is any activity undertaken by a staff member with another entity or person who is not a member of the Council's staff, including participating in professional organizations (e.g., the Population Association of America, American Public Health Association, American Medical Association, Society for the Study of Reproduction, and the like), pro bono activities, or any remunerative activities including employment by another employer, when these activities are outside the scope of the staff member's Council duties. See section on Participation in Outside Activities.

A financial conflict of interest in research exists when a significant financial interest could directly and significantly affect the design, conduct, or reporting of research conducted by a staff member on behalf of the Council.

II. COMPONENTS OF THE POLICY

A. Financial Conflicts of Interest

A staff member shall not make a decision on behalf of the Council when the decision involves determining: (1) whether the Council should do business with an individual with whom the staff member does not have an arm's-length relationship;³ (2) whether the Council should do business with an entity⁴ in which the staff member alone or with his or her immediate family members has an ownership interest of more than 35 percent⁵; or (3) whether the Council should do business with an entity from which the staff member or his or her immediate family members receive or will receive compensation.⁶ (For related information on compensation in the form of gifts, refer to section on [Gifts](#).)

Exceptions to the aforementioned stipulations may be made in rare circumstances (such as where the individual or entity is the sole provider of a product or service) and then only after full advance written disclosure to the director or officer⁷ in charge of the program, division or office in which the staff member is employed and after the director or officer's approval of the proposed transaction or arrangement, and under the conditions the director or officer may specify.

To avoid the appearance of a conflict of interest, any staff member who is aware that the Council does or plans to do business with an entity in which the staff member or his or her immediate

³ An arm's-length relationship is one in which the parties are unrelated and have independent interests.

⁴ An entity is a public or nonpublic corporation, partnership, trust, and so forth.

⁵ Ownership interests include, for example, stocks, stock options, or other ownership rights. The threshold of 35 percent is required by the Internal Revenue Service's Intermediate Sanctions Rules.

⁶ Compensation includes, for example, salary, gifts, and favors.

⁷ An officer is defined as a person elected by the board of trustees of the Council pursuant to the by-laws of the Council to hold positions that include: chairperson and vice chairperson of the board, president, vice president, secretary, or treasurer. The president, vice presidents, secretary, and treasurer hold staff positions, but the chairperson and vice chairperson of the board are not members of Council staff.

family members have an economic interest⁸ of any size shall disclose this information to his or her supervisor.⁹ Written notice of the disclosure shall be forwarded by the supervisor to the director or officer in charge of the program, division, program or office in which the staff member is employed. The director or officer shall determine whether the information disclosed to him or her warrants action.

Officers must make disclosure of their own actual and potential financial conflicts of interest in accordance with this policy and the **Board of Trustees, Members of Committees of the Corporation, Officers and Directors Conflicts of Interest Policy**.

B. Participation in Outside Activities That Are Within the Scope of Council Duties

Short-term participation. A staff member may participate in a short-term (less than one week) pro bono activity¹⁰ or a short-term remunerative activity¹¹ that is within the scope¹² of his or her Council duties provided that the staff member's supervisor has been informed about the activity before it is undertaken. The staff member may accept reimbursement from the entity or person who engaged his or her participation in the activity for travel and other expenses that are related to the staff member's participation. A staff member who participates in short-term remunerative activities that are within the scope of his or her Council duties is permitted to retain limited honoraria from all activities up to a total of US\$5,000 for the calendar year. Any amount in excess of US\$5,000 net after expenses must be turned over to the Council.

Long-term participation. A staff member may participate in a long-term (one week or more) pro bono activity or a long-term remunerative activity that is within the scope of his or her Council duties provided that: (1) the staff member's supervisor and the officer or director in charge of the program, division or office in which the staff member is employed approve the staff member's participation in the activity before the staff member begins the activity; and (2) an agreement between the Council and the entity or person that wishes to engage the staff member's

⁸ An economic interest exists when a staff member or his or her immediate family members have an ownership interest in an entity, or the staff member or his or her immediate family members receive compensation from an entity.

⁹ For the purposes of this policy a supervisor is defined as the person to whom a staff member reports directly.

¹⁰ A pro bono activity is one from which no financial or other tangible benefit is received, including providing unpaid consulting services, such as serving as a technical or professional advisor or practitioner.

¹¹ A remunerative activity is one from which financial or other benefit is received, including serving as a paid consultant, lecturer, paper writer, or member of an advisory committee or a peer review panel.

¹² An activity is considered to be within the scope of Council duties if a staff member is required to perform it pursuant to the terms of his or her written job description or it is reasonably interpreted to be attendant to his or her job description.

participation has been fully executed by the parties before the activity is undertaken. The agreement shall be signed by the secretary of the Council with the concurrence of the staff member's supervisor and the officer or director in charge of the program, division or office in which the staff member is employed. The agreement between the Council and the entity or person who wishes to engage the staff member's participation shall cover, among other things, the scope and duration of the staff member's participation in the activity and the related financial arrangements.

A staff member who participates in a long-term remunerative activity that is within the scope of his or her Council duties will receive his or her usual compensation from the Council and will not be permitted to retain any honorarium or other payment. All payments made in connection with the staff member's participation will go to the Council.

Participation on an advisory board or governing body. A staff member shall not serve on the advisory board, governing body, or other decisionmaking body of an organization that receives funds from, has a contract with, or engages in activities that are similar to those of the Council without the prior written consent of the officer or director in charge of the program, division or office, who will inform the president. Director and officers reporting to the president will obtain the president's written approval. The president's participation on such a governing body or advisory board must be approved by the chairperson of the board of trustees. If a staff member receives approval and undertakes such service, he or she shall not make a decision on behalf of the Council for the Council to do business with that organization.

C. Participation in Outside Activities That Are Outside the Scope of Council Duties

A staff member has the right to participate in outside activities that are outside the scope¹³ of his or her Council duties, and that do not involve use of the Council's resources, and that do not occur during the staff member's Council work schedule. Activities that involve use of the Council's resources or that are carried out during the staff member's work schedule require the prior written consent of the staff member's supervisor. Permission will be given only if the activity does not involve the use or disclosure of confidential information, does not interfere with the performance of the staff member's Council duties, and is not deemed to be contrary to the

¹³ An activity is considered to be outside the scope of Council duties if it is unrelated to a staff member's written job description

interests of the Council for any other reason. In such activity, the staff member should not appear to represent the Council in any way. (See also the section on [Use of Council Resources](#).)

D. Participation in Political Activities and Governmental Actions

The Council does not participate in political campaigns on behalf of candidates for public office or undertake activities, such as lobbying, that are aimed at influencing legislation in the United States or abroad. Such activities, if engaged in by the Council, could result in the loss of the Council's tax-exempt status as well as the imposition of various penalties under state and federal laws. However, Council staff members are encouraged to respond positively to requests from U.S. and non-U.S. governmental agencies to provide testimony concerning Council research. Such testimony should not espouse or exert pressure toward particular legislative or partisan outcomes, should be based on scientific evidence, and should be cleared by the staff member's supervisor, public information, and the officer or director in charge of the program, division or office in which the staff member is employed.

The Council acknowledges that each staff member has the right as a private citizen to actively support candidates for public office, communicate with his or her elected representatives, and engage in other partisan political activities. However, such activities must not be done on Council time; involve the use of Council facilities, goods, equipment, or other resources; or appear to represent the Council in any way or exploit the staff member's connection to the Council. (See also the section on [Use of Council Resources](#).)

Staff members are strictly prohibited from making, facilitating, or encouraging any payment of funds to an official of any government or organization to ensure prompt or favorable action on matters of concern to the Council.

E. Use of Council Resources

Use of the Council's resources—including its facilities (offices, laboratories), goods (letterhead, logo, laboratory supplies, etc.), and confidential information—for purposes other than Council business is prohibited. Delegating the performance of personal tasks to another Council staff member during working hours is a misuse of Council resources and is also prohibited. However, the Council permits moderate occasional use for personal purposes of certain equipment, such as telephones for local calls, photocopying machines, and computers (including e-mail), on the

conditions that: (1) the use does not interfere with the staff member's or any other staff member's duties or work schedule; (2) the use is not related to political campaigns or activities that attempt to influence legislation; and (3) the Council reserves the right to bill the staff member for significant costs associated with his or her use of the equipment or supplies. Under no circumstances should the Council's letterhead or logo be used for non-Council business or political activities, and under no circumstances should Council e-mail be used for political activities. (See also the previous section on [Participation in Political Activities and Governmental Actions](#).)

F. Solicitation on Council Premises

The Council prohibits its staff members and other persons from engaging in solicitation activities on Council premises, including solicitation for political campaigns, posting political campaign materials, distributing promotional literature or gifts, and conducting membership drives. (See also the previous section on [Participation in Political Activities and Governmental Actions](#).) The Council does not allow staff members to make offers to buy or sell anything or to solicit for other staff members on the occasion of illness, family financial problems, death, marriage, birth, and so forth without prior written approval of the director of Human Resources.

G. Gifts

A staff member may not accept or solicit any gift, gratuity, or anything else of more than nominal value (less than US\$100) other than occasional meals from any current or prospective vendor, supplier, or contractor. The acceptance of social invitations, if they do not place or appear to place the recipient under any obligation, is excepted. Gifts of substantial value that cannot be declined without undue embarrassment must be turned over to the Council for appropriate disposition. (See also the previous section on [Financial Conflicts of Interest](#).)

III. PROCEDURES FOR DISCLOSURE AND REVIEW

The Council recognizes that the exercise of judgment is required to determine the applicability of its conflicts of interest policy to any given situation. Primary responsibility for appropriate conduct within the letter and spirit of this policy must rest with each individual. Therefore, a staff

member who may be involved in a conflict of interest situation or who has any question about the application of this policy to his or her actual or planned activities has the responsibility to report the situation according to the guidelines given above or following the procedure outlined below.

On initial employment or during employment, if a staff member believes that he or she is or is about to be engaged in any activity (including those described in section II above) that may constitute a conflict of interest, the staff member must provide a [Conflict of Interest Disclosure form](#) to his or her supervisor. A copy of the disclosure form shall be forwarded by the supervisor to the director or officer in charge of the program, division, program or office in which the staff member is employed. A copy of the disclosure notice shall be forwarded by the director or officer to the president if warranted by the situation. Officers must make disclosures in accordance with this policy and the Board of Trustees, Members of Committees of the Corporation, Officers and Directors Conflicts of Interest Policy.

The supervisor shall consider all factors relevant to the situation, consult with any appropriate parties, and, to the extent feasible, within five business days advise the staff member in writing whether or not the activity may be undertaken and the basis for his or her determination. The supervisor shall forward a copy of the determination to the director or officer in charge of the program, division, program or office in which the staff member is employed. The director or officer shall forward a copy of his or her determination to Human Resources and, if warranted, the president. Human Resources will include all written documentation generated under this policy in the appropriate personnel file(s).

IV. ADDITIONAL GUIDELINES APPLICABLE TO STAFF MEMBERS AND THIRD PARTIES ENGAGED IN COUNCIL RESEARCH

A. Disclosure Requirement

In addition to the disclosure requirements stated above, each staff member who is engaged in research,¹⁴ must disclose to the Council a list of his or her known significant financial interests¹⁵ and those of his or her spouse or life partner and dependent children that: (1) would reasonably appear to be affected by the research; and (2) are held in entities whose financial interests would reasonably appear to be affected by the research. This disclosure is required by the U.S. National Science Foundation (NSF) and the U.S. Public Health Service (PHS) for research that they sponsor, and like many other organizations, the Council chooses to apply this requirement to all research no matter the source of funding.

The staff member must disclose all relevant significant financial interests by completing an annual [financial disclosure form](#)¹⁶ and submitting it to Human Resources no later than 31 January each year. Additional disclosure forms must be completed by the staff member as he or she becomes aware of reportable significant financial interests.

¹⁴ A staff member who is engaged in research is one who participates in the design, conduct, or reporting of research in accordance with his or her Council duties. Each staff member who is engaged in research that is funded in whole or in part by the U.S. National Science Foundation or a component of the U.S. Public Health Service is required to review the rules issued by NSF and PHS regarding financial conflicts of interest and research objectivity. Complete copies of the rules issued by NSF and PHS can be found on the Council's internal Web site. The components of PHS are the Agency for Healthcare Research and Quality, Agency for Toxic Substances and Disease Registry, Centers for Disease Control and Prevention, Food and Drug Administration, Health Resources and Services Administration, Indian Health Service, National Institutes of Health, and Substance Abuse and Mental Health Services Administration.

¹⁵ A significant financial interest is anything of monetary value, including, but not limited to, salary or other payments for services (e.g., consulting fees, fees for service as a director, gifts, favors, honoraria); equity interest (e.g., stock, stock options, or other ownership interests); and intellectual property rights (e.g., patents, copyrights, and royalties from such rights). This term excludes: (1) salary from the Council; (2) an equity interest that, when aggregated for the staff member and his or her spouse or life partner and dependent children, meets both the following tests: does not exceed US\$10,000 in value as determined through reference to public prices or other reasonable measures of fair market value and does not represent more than one percent ownership in any single entity; or (3) salary, royalties, or other payments that, when aggregated for the staff member and his or her spouse or life partner and dependent children over the next 12 months, are not expected to exceed US\$10,000. This definition is based on the standards established by NSF and PHS.

¹⁶ This disclosure form can be obtained from Human Resources and can also be downloaded from the Council's internal Web site.

B. Procedure for Review During Research Approval Process

Each research proposal and each protocol must be submitted to the officer in charge of the program, in which the proposed research originated or his or her designee for his or her review and determination whether to approve or not to approve the proposal or protocol.¹⁷

In the course of his or her review, the officer or the officer's or designee shall determine whether a special review is warranted to determine if the conduct of the proposed research by any of the Council staff members who have been identified as potential participants in the research will create a financial conflict of interest in research (FCIR). If such a review is warranted, the officer or designee shall review pertinent information, including the financial disclosure forms that have been completed by the relevant staff members and submitted to Human Resources. The officer or designee may also meet with any such staff members. If after such review the officer or designee determines that an FCIR does not exist¹⁸, the officer's designee shall then determine whether or not to approve the proposal or the protocol and notify the staff member who submitted it of his or her decision in writing.¹⁹

If the officer or designee determines that a potential FCIR does exist, the officer shall either: (1) establish measures to manage, reduce, or eliminate the potential conflict of interest situation and approve the proposal or protocol on the condition that such measures will be implemented during the conduct of the research; or (2) not approve the proposal or protocol. The officer shall notify in writing the staff member who submitted the proposal or protocol, the president, and the officer in charge of Grants and Contracts of his or her decision.

In all cases in which a protocol that concerns humans as research subjects has been approved by an officer after his or her review of a related potential FCIR, a copy of the approval, including any measures established by the officer to manage, reduce, or eliminate the potential FCIR, shall be submitted with the protocol to the Council's Institutional Review Board (IRB)²⁰.

¹⁷ The proposal or protocol must identify the staff members who are expected to participate in the conduct of the research.

¹⁸ The director must document the basis for his or her determination that a FCIR does not exist. The officer shall retain this documentation in his or her files.

¹⁹ Written disclosure notices may be sent by the Officer or designee via e-mail.

²⁰ Federal and state laws require the appointment of an Institutional Review Board, which has the legal authority to review and determine whether research that involves humans as subjects is conducted in accordance with applicable standards for the protection of subjects.

The IRB shall review all of the pertinent information and make a final determination to approve or not to approve the protocol. The IRB shall notify the officer or designee and the staff member who submitted the protocol of its decision in writing.

In all cases in which an approved proposal or protocol is part of an application for NSF or PHS funding, the staff member who submitted the proposal or protocol shall submit a copy of the officer(s) or designee's and the IRB's approval along with the application for NSF or PHS funding to Grants and Contracts for its review before the application is sent to NSF or a component of PHS.

A copy of all disclosure notices and other written correspondence prepared pursuant to this paragraph shall be forwarded to Human Resources for inclusion in the appropriate personnel file(s).

C. Procedure for Review During the Conduct of Research

If a staff member who was not identified as a potential participant in a research project during the research approval process plans to become engaged in an ongoing project, or if, during a staff member's participation in research, the staff member becomes aware of his or her own reportable significant financial interest, the staff member must: (1) take prompt action to ensure that the financial disclosure information on file with Human Resources is up-to-date; and (2) request that Human Resources forward copies of all of the staff member's financial disclosure forms to the officer in charge of the program in which the research originated, accompanied by the staff member's written request that the officer review the relevant research to determine whether an actual or potential FCIR exists. The officer shall review the matter and issue a written report on his or her findings and recommendations to the staff member. If the officer determines that an actual or potential FCIR exists, a copy of the report shall also be sent to the IRB and the president.

D. Measures to Manage, Reduce, or Eliminate an Actual or Potential Financial Conflict of Interest in Research

The officer in charge of the program, in which an approved research proposal or protocol originated is responsible for the implementation of the measures to eliminate, reduce, or manage any actual or potential FCIR situation. Measures must be implemented within 60 days after the

determination is made that an actual FCIR exists. The officer shall keep the president regularly informed of the matter.

Among the possible measures that may be implemented to manage, reduce, or eliminate an actual or potential conflict of interest are:

1. modification of the research plan;
2. monitoring of the research plan by independent reviewers;
3. public disclosure of the significant financial interest;
4. disqualification of a staff member from participation in all or a portion of the research;
5. divestiture of the significant financial interest; or
6. severance of the relationships that create actual or potential conflicts of interest.

E. Reporting Requirement

If an FCIR exists in connection with Council research that is funded by a component of PHS, the president or the president's designee shall report the existence of the conflict of interest to the funding component of PHS and shall state whether measures have been implemented to effectively manage, reduce, or eliminate the conflict of interest. If the research is funded by NSF, the president or the president's designee shall report the FCIR to NSF if the relevant officer determines that the Council is unable to satisfactorily manage the conflict of interest.

If an FCIR exists in connection with Council research that is funded by an entity or person other than NSF or a component of PHS, the president or the president's designee shall report the existence of the conflict of interest in accordance with the requirements of the relevant funder.

If the president determines at any time that a Council staff member's failure to comply with the requirements stated in this policy has resulted in the biased design, conduct, or reporting of Council research, the president or the president's designee shall document the bases for his or her determination and any corrective action that should be taken by the Council. In cases in which the research was funded by NSF or a component of PHS, the president or the president's designee shall promptly report the matter, including any corrective action that has been taken by the Council, to NSF or the component of PHS. In cases in which the research was funded by an entity or person other than NSF or a component of PHS, the president or the president's designee shall report the matter in accordance with the requirements of the relevant funder.

F. Application of NSF and PHS Rules to Third Parties

If Council research is conducted by third parties such as subawardees or contractors, the Council will require that each of these parties agree to terms in the subaward or contract that mandate compliance with the financial conflicts of interest and research objectivity rules issued by NSF and PHS. The subaward or contract will also provide that the Council may require that each of these parties provide information concerning its compliance with such rules.

V. RECORD KEEPING

All records concerning conflicts of interest arising under this policy shall be maintained by the Human Resources office. Grants and Contracts shall also maintain relevant files. Written records concerning all financial conflicts of interest in research shall be maintained for at least three years after the termination of the research to which they relate.

VI. FAILURE TO COMPLY WITH CONFLICTS OF INTEREST POLICY

Any member of the Population Council staff who fails to comply with the requirements stated in this policy will be subject to disciplinary action up to and including suspension or termination of employment. Voluntary and timely disclosure of ongoing conflict of interest situations that preceded the implementation of this policy will be taken into account as a basis for mitigating the severity of the disciplinary action imposed.

VII. QUESTIONS

Questions regarding this policy should be directed to the General Counsel.

VIII. EFFECTIVE DATE

This policy became effective on 6 June 2003 when approved by the president, revised July 1, 2008; October 14, 2010; and June 16, 2011. This policy supersedes any and all prior statements of the Council's policy on this matter. This policy may be amended from time to time by the president as he or she deems necessary and as required by law.

The Population Council, Inc.
Institutional Financial Conflicts of Interest in Research Policy

It is the policy of The Population Council, Inc. that the design, conduct, and reporting of its research will not be affected by the possibility that the Council or a Council official or his or her immediate family member¹ may derive a financial benefit from the commercialization² of the outcome of Council research.³

This policy provides a definition as to what constitutes an institutional financial conflict of interest in research (IFCIR), circumstances that may create an actual or potential institutional conflict of interest in research, and guidelines for preventing, identifying, and addressing an actual or potential institutional financial conflict of interest in research.

This policy is intended to reinforce the Council's standard of conducting all research, including but not limited to research that involves humans as research subjects, in accordance with the highest legal, ethical, and moral standards; help avoid both actual and potential institutional financial conflicts of interest in research and the appearance of such; and protect the reputation, financial well-being, and legal obligations of the Council. (For related information on conflicts of interest, refer to The Population Council's Conflicts of Interest Policy and the Population Council, Inc. Board of Trustees and Officers Conflicts of Interest Policy.)⁴

¹ For the purposes of this policy a Council official is a senior Council staff member with a grade 12 or higher classification and the authority to make decisions on behalf of the Council. A Council official's immediate family member is his or her spouse, life partner, or dependent child.

² Commercialization is the process of making, marketing, and distributing the outcome of Council research to the public, including developing countries, in accordance with applicable laws and regulations. This process includes the making of related business arrangements. A business arrangement includes license, assignment, sale, or other agreement pursuant to which the Council conveys rights in the outcome of its research to an entity or entities for commercialization purposes in exchange for financial benefit (e.g., royalties, fixed payments, and so forth). An entity is a public or non-public corporation, partnership, trust, and so forth.

³ The outcome of Council research includes discoveries and improvements, whether patentable or not; proprietary trade secrets and "know how"; and data and information, whether presented in a copyrightable work (e.g., book, journal, computer program, and so forth) or not. (For related information on Council patents and copyrights, refer to the Population Council's Patent Policy and The Population Council's Copyright Policy. These policies can be found on the Council's internal Web site at <https://popinsider.popcouncil.org/2920.htm>.)

⁴ These policies can be found on the Council's internal Web site at https://popinsider.popcouncil.org/2241_2260.htm.

This policy is intended to supplement but not to replace any applicable laws that govern institutional financial conflicts of interest in research.

This policy also applies to institutions that conduct research on behalf of or in collaboration with the Council. (For related information on the application of this policy to other institutions, refer to section V on Application of IFCIR Standards to Other Institutions.)

The policy is divided into the following sections:

- I. Definition of Institutional Financial Conflict of Interest in Research
- II. Circumstances that may Create an Actual or Potential IFCIR
- III. Institutional Guidelines
 - A. Organizational Separation of Management Responsibilities
 - B. Limitation on Council Official's Decisionmaking Authority
 - C. Review of Significant Financial Interest in Research that is Reported by Council Official
 - D. Annual Review of the Council's Compliance with IFCIR Policy and Guidelines
- IV. Measures to Manage, Reduce, or Eliminate an Actual or Potential IFCIR
- V. Reporting Requirement
- VI. Application of IFCIR Standards to Other Institutions
- VII. Record Keeping
- VIII. Questions
- IX. Effective Date

I. DEFINITION OF INSTITUTIONAL FINANCIAL CONFLICT OF INTEREST IN RESEARCH

An institutional financial conflict of interest in research (IFCIR) exists when (1) an actual or potential business arrangement for the commercialization of the outcome of Council research and from which the Council may derive financial benefit could directly and significantly affect the Council's design, conduct, or reporting of such research; or (2) a Council official or his or

her immediate family member has a significant financial interest⁵ in the outcome of Council research that could directly and significantly affect the Council official's decisions concerning the design, conduct, or reporting of such research.

II. CIRCUMSTANCES THAT MAY CREATE AN ACTUAL OR POTENTIAL IFCIR

The following circumstances may create an actual or potential IFCIR:

1. When the Council enters into or plans to enter into a business arrangement with an entity for the commercialization of the outcome of Council research pursuant to which the Council receives or will receive financial benefit, and the Council's design, conduct, or reporting of the research is ongoing;
2. When the Council enters into or plans to enter into a business arrangement with an entity for the commercialization of the outcome of Council research pursuant to which the Council obtains or will obtain an ownership interest⁶ or an entitlement to an ownership interest in the entity or an affiliate⁷ of such entity, and the Council's design, conduct, or reporting of the research is ongoing;
3. When the Council accepts or plans to accept a gift (monetary or in kind) from an entity with which it enters into or plans to enter into a business arrangement for the commercialization of the outcome of Council research, and the Council's design, conduct, or reporting of the research is ongoing;
4. When the Council makes or plans to make a purchase of goods or services from an entity with which it enters into or plans to enter into a business arrangement for the

⁵ A significant financial interest is anything of monetary value, including but not limited to salary or other payments for services (e.g., consulting fees, fees for service as a director, gifts, favors, honoraria); equity interest (e.g., stock, stock options, or other ownership interests); and intellectual property rights (e.g., patents, copyrights, and royalties from such rights). This term excludes: (1) salary from the Council; (2) an equity interest that, when aggregated for the staff member and his or her spouse or life partner and dependent children, meets both the following tests: does not exceed US\$10,000 in value as determined through reference to public prices or other reasonable measures of fair market value and does not represent more than one percent ownership in any single entity; or (3) salary, royalties, or other payments that, when aggregated for the staff member and his or her spouse or life partner and dependent children over the next 12 months, are not expected to exceed US\$10,000.

⁶ Ownership interests include, for example, stocks, stock options, or other ownership rights.

⁷ Affiliate means, with respect to an entity, any other corporation, partnership, trust, or other organization that directly or indirectly controls or is controlled by or is under common control with such entity. For purposes of this definition, "control" (including the terms "controlled by" and "under common control with") means the ownership, directly or indirectly, of more than 50 percent of the voting securities or other equity interests thereof.

commercialization of the outcome of Council research, and the Council's design, conduct, or reporting of the research is ongoing; or

5. When a Council official or his or her immediate family member has a significant financial interest in the outcome of Council research.

III. INSTITUTIONAL GUIDELINES

In order to prevent the occurrence of an IFCIR and to avoid the appearance of an IFCIR, the officers⁸ of the Council shall ensure that the Council complies with the following guidelines:

A. Organizational Separation of Management Responsibilities

The responsibility for the management of matters pertaining to business arrangements for the commercialization of the outcome of Council research shall be in a division or office of the Council that is separate from all divisions or offices of the Council that have management responsibilities for the design, conduct, and reporting of research.⁹

B. Limitation on Council Official's Decisionmaking Authority

A Council official may not have decisionmaking authority for matters pertaining to business arrangements for the commercialization of the outcome of Council research and matters pertaining to the design, conduct, and reporting of such research.

C. Review of Significant Financial Interest in Research that is Disclosed by Council Official

If a Council official discloses a significant financial interest in research in accordance with the requirements of Section IV of the Population Council's Conflicts of Interest Policy, the officers shall determine if an actual or potential IFCIR exists. If the Council official is an officer, he or she may not participate in the officers' vote to render a decision regarding whether the

⁸ Under the Council's by-laws the officers of the Council are the chairperson and vice chairperson of the board of trustees, the president, the vice presidents, the secretary, and the treasurer.

⁹ Organizationally the Council has four divisions and two offices. The divisions are the Center for Biomedical Research (CBR), the International Programs Division (IPD), the Policy Research Division (PRD), and the Corporate Affairs Division (CAD). The offices are the Office of the President (OP) and the Office of the Secretary-Treasurer (OST). Scientific research is conducted and managed by CBR, IPD, PRD, and OP.

significant financial interest in the research causes or may cause an actual or potential IFCIR.

D. Annual Review of Council's Compliance with IFCIR Policy and Guidelines

In addition to any review that is required by section III C above, the officers shall conduct an annual review to determine the Council's compliance with this IFCIR Policy and the Guidelines stated herein. The officers shall institute reasonable procedures for the conduct of the annual review. The officers shall document the results of all IFCIR reviews.

IV. MEASURES TO MANAGE, REDUCE, OR ELIMINATE AN ACTUAL OR POTENTIAL IFCIR

If, as a result of a review conducted by the officers as required under section III above, the officers¹⁰ determine that an actual or potential IFCIR exists, the officers shall promptly implement measures to manage, reduce, or eliminate the actual or potential IFCIR.

Among the possible measures that may be implemented are:

1. discontinuation of the business or other arrangement that creates the actual or potential IFCIR;
 2. modification of the research plan;
 3. monitoring of the research plan by independent reviewers;
 4. disqualification of the institution from participation in all or a portion of the research:
- or
5. disqualification of the Council official with the significant financial interest in the research from all matters that may affect or reasonably appear to affect the design, conduct, or reporting of the research.

V. REPORTING REQUIREMENT

In all cases in which an actual or potential IFCIR concerns research that involves humans as research subjects and a protocol for such research has been approved for submission to the

¹⁰ If an officer who is engaged in the design, conduct, or reporting of Council research discloses that he or she or his or her immediate family member has a significant financial interest in such research, that officer shall not participate in the officers' vote to render a decision regarding the measures to manage, reduce, or eliminate the actual or potential IFCIR.

Council's Institutional Review Board (IRB)¹¹ or if the IRB has already approved a protocol, the officers shall submit a copy of their determination, including the measures established to manage, reduce, or eliminate the actual or potential IFCIR to the IRB. The IRB shall exercise its authority under applicable laws and regulations to, among other things, determine whether such measures adequately protect the human subjects. In addition, the existence of an actual or potential IFCIR and measures to eliminate, reduce, or manage it shall be reported to the funder of such research in accordance with the requirements of the funder and any applicable laws. The president shall report any such matter to the board of trustees of the Council as he or she deems necessary.

VI. APPLICATION OF IFCIR STANDARDS TO OTHER INSTITUTIONS

If Council research is conducted by other institutions, such as subawardees or contractors, the Council will require that each of these institutions agrees to terms in the subaward or contract that mandate compliance with IFCIR standards that are substantially the same as those set forth in this policy. The subaward or contract will also provide that the Council may require that each of these institutions provides information concerning its compliance with such standards.

If the Council conducts research with other institutions, such as collaborators, the Council will require that each of these institutions agrees to terms in the collaboration contract that mandate compliance with IFCIR standards that are substantially the same as those set forth in this policy. The contract will also provide that the Council may require that each of these institutions provides information concerning its compliance with such standards.

VII. RECORD KEEPING

All records concerning institutional financial conflicts of interest in research arising under this policy shall be maintained by the president for a period of three years after the termination of the research to which they relate.

¹¹ The procedure for obtaining approval to submit a protocol for human subject research to the IRB for its review and information about the IRB's authority concerning human subject research can be found in section IV of The Population Council's Conflicts of Interest Policy.

VIII. QUESTIONS

Questions regarding this policy should be directed to the general counsel.

IX. EFFECTIVE DATE

This policy became effective on January 21, 2005 when approved by the president. This policy supersedes any and all prior statements of the Council on this matter. This policy may be amended from time to time by the president as he or she deems necessary and as required by law.

In Process

**POPULATION COUNCIL, INC.
BOARD OF TRUSTEES, MEMBERS OF COMMITTEES OF THE
CORPORATION, OFFICERS, AND DIRECTORS
CONFLICTS OF INTEREST POLICY**

Background

Prior to 1996, the Internal Revenue Service (IRS) had only one recourse available to it in instances where it found that “insiders” (trustees or committee members or officers or directors for example) of a 501(c)(3) organization (such as the Population Council, Inc.) had themselves received or caused other related individuals to receive a benefit from the organization that exceeded the fair market value of the consideration the organization received in return (called an “excess benefit”). That recourse was to penalize the organization by revoking its federal tax-exempt status. In 1996, Congress enacted the “Intermediate Sanctions” law which gives the IRS the additional option of imposing an excise tax on the insiders involved in the excess benefit transaction.

Article I

Policy

It is the policy of the Population Council, Inc. (the “Corporation”) that no trustee or committee member or officer or director of the Corporation shall directly or indirectly derive for himself or herself or cause another person or entity to derive an “excess benefit” as a result of any transaction or arrangement between the Corporation and the trustee or committee member or officer or director or between the Corporation and any other entity or individual. This policy is intended to supplement but not to replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II

Disclosure of Financial Interests

Any trustee or committee member or officer or director who has a direct or indirect financial interest in the transactions or arrangements listed below must disclose all material information related thereto to the board or to the committee appointed by the board to receive such information:

- a. an actual or potential ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or
- b. an actual or potential compensation (salary, substantial gifts, or favors) arrangement with the Corporation or any entity or individual with which the Corporation has a transaction or arrangement.

Article III

Procedures

1. Determining Whether a Conflict of Interest Exists

After the trustee's or committee member's or officer's or director's disclosure of his or her financial interest and all material facts related thereto and his or her responses to questions from the board or committee reviewing the matter, the other board or committee members shall review the facts in light of the policy stated in Article I above and decide if a conflict of interest exists. The board or committee may obtain a written legal opinion from counsel on whether the proposed transaction would give rise to a conflict of interest.

2. Procedures for Addressing the Conflict of Interest

- a. The chairperson of the board or committee may appoint a disinterested person or committee to investigate alternatives to the Corporation's proposed transaction or arrangement.
- b. The board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement from a person or entity that would not also give rise to a conflict of interest.
- c. If a more advantageous transaction or arrangement is not reasonably attainable, the board or committee shall determine by a majority vote of the disinterested trustees or committee members whether the proposed transaction or arrangement is in the best interest of the Corporation and if the Corporation should enter into the proposed transaction or arrangement.

3. Violations of the Conflicts of Interest Policy

If the board or committee has reason to believe that a trustee or committee member or officer or director has failed to disclose an actual or possible conflict of interest, it shall investigate the matter, affording the trustee or committee member or

officer or director the opportunity to explain the alleged failure to disclose the conflict. The board shall take appropriate disciplinary and corrective action if warranted.

Article IV

Compensation Committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation shall not vote on matters pertaining to that member's compensation.

I have received, read, and understand the Population Council's Conflicts of Interest policy and will comply with its terms.



Signature of Trustee or Committee Member or Officer or Director

Date

Simona Simona

Printed Name



POLICY AND PROCEDURE STATEMENT

- I. **Subject:** Dealing With and Reporting Misconduct in Science
- II. **Purpose:** The purpose of this statement is to outline the Council's policy and procedure for dealing with and reporting alleged or suspected misconduct in science involving research, research training, and applications for support of research training or related activities. The Council considers this procedure and compliance with it to be of the utmost importance.
- III. **Effective Date:** January 1, 1990
- IV. **Applicability:** This policy applies to all scientists and other personnel involved in the conduct of biomedical or behavioral research projects.
- V. **Background:** In September of 1988, the Public Health Service (PHS) of the Department of Health and Human Services (DHHS) proposed rules outlining "Responsibilities of PHS Awardee and Applicant Institutions for Dealing With and Reporting Possible Misconduct in Science" following earlier guidelines on this subject announced in 1986. In the September 1, 1989 issue of the NIH Guide for Grants and Contracts, PHS published its "Final Rule" on this subject. Each institution which receives or applies for a research, research-training, or research-related grant or cooperative agreement under the Public Health Service Act must submit an annual assurance certifying that the institution has established administrative policies as required by the Final Rule (42 Code of Federal Regulations Part 50, Subpart A) and that it will comply with those policies and the requirements of the Final Rule as published at 54 Federal Register 32446, August 8, 1989.

Set forth below are procedures and general considerations for appropriate handling of allegations of scientific misconduct in research. These measures are designed to resolve allegations in an equitable manner to ensure due process for all parties in each case. This procedure is being put in place to comply with the PHS Act but it will also apply to scientific work supported by all donors.

- VI. **Definitions:**
 - A. "Misconduct" or "Misconduct in Science" means fabrication, falsifications, plagiarism, or other practices that seriously deviate from those that are commonly accepted within the scientific community for processing, conducting, or reporting research. It does not include honest error or honest differences in interpretation or judgments of data.
 - B. "Inquiry" means information gathering and initial fact finding to determine whether an allegation or apparent instance of misconduct warrants an Investigation.
 - C. "Investigation" means the formal examination and evaluation of all relevant facts to determine if misconduct has occurred.

- D. "Subject" means person(s) accused of misconduct.

VII. **Reporting Alleged or Suspected Misconduct in Science and Initial Review of Documentation:**

- A. All alleged or suspected misconduct in science should be reported directly to the President of the Council along with documentation to support the allegations. The President will notify the Subject and the Director of the division in which the Committee on Research Integrity (Committee), which consists of the three division Director, or their designees, will conduct an evaluation of the allegations to determine if there is any substance to them.
- B. If they conclude that there is no base for the allegations, there will be no need to conduct an Inquiry. A report indicating the basis for this determination should be prepared for the record and a copy given to the Subject.
- C. If in the course of the evaluation, the President and the Committee on Research Integrity conclude that there may be a valid basis for the allegations, the Committee will conduct an Inquiry.

VIII. **Inquiry:**

- A. The Inquiry must be completed within 60 calendar days of its initiation unless circumstances clearly warrant a longer period. The Committee's records should include documentation of the reasons for any extension of the 60 day period.
- B. The Committee shall determine if an allegation of scientific misconduct warrants a full Investigation. In making this determination, the Committee should consider both the severity of the allegations and the evidence which it may gather in the course of its Inquiry. If the Committee concludes that there is probable cause to believe that the allegations are accurate and serious, then the Committee must refer the matter for a full Investigation.
- C. If upon conclusion of the Inquiry, the Committee finds that the Subject has not committed any misconduct in science, the matter will be closed and all records of the proceedings sealed to respect the rights and protect the reputations of all parties involved. The Committee shall make every effort to protect the reputation of Subjects when allegations are not confirmed.
- D. The Committee should keep complete records of its activities. A written report shall be prepared that states what evidence was reviewed, summarizes relevant interviews, and includes the conclusions of the Inquiry. The Committee shall inform the President of the Council of its determination. A copy of the report of Inquiry will be given to the Subject of the allegations. Should the Subject comment on the report, the comments will be made part of the record.

IX. **Formal Investigation:**

- A. If the Committee determines that an Investigation is necessary, it shall forward the report of Inquiry to the President of the Council. For PHS funded projects, the Council will take appropriate action to protect Federal funds and to ensure that the purposes of the Federal financial assistance are carried out. This includes, but is not limited to, notifying the

Director of the Office of Scientific Integrity (OSI) in writing on or before the date the Investigation begins of all the relevant facts and its intention to conduct an Investigation.

- B. The Committee, in consultation with the President, shall appoint a panel of three outside experts to conduct an independent Investigation of the allegations (Panel). The Committee will not participate in the formal Investigation.
- C. The Investigation will begin within thirty days of the completion of the Inquiry, and should be completed within 120 calendar days. (This includes conducting the Investigation, preparing the report of findings, making the report available for comments by the Subject(s) of the Investigation, and submitting the report to OSI, for PHS funded research projects.) If the investigation cannot be completed in 120 days, the Council will submit to OSI a written request for an extension and an explanation for the delay which includes an interim report.
- D. The Investigation normally will include examination of all documentation, including but not necessarily limited to relevant research data and proposals, publications, correspondence, and memoranda of telephone calls. Whenever possible, interviews will be conducted of all individuals involved either in making the allegation or against whom the allegation is made, as well as other individuals who might have information regarding key aspects of the allegations; complete summaries of these interviews should be prepared, provided to the interviewed party for comment or revision, and included as part of the Investigation file.
- E. The Panel will prepare a report which thoroughly documents the Investigation process and findings. The Panel will present its reports to the President.
- F. If, upon conclusion of an Investigation, the Panel determines that the Subject has not committed any scientific misconduct, then the matter will be closed and all records of the proceedings sealed to respect the rights and protect the reputations of all parties involved. Appropriate efforts will be undertaken to protect the reputation of Subjects when allegations are not confirmed.
- G. If, upon conclusion of an Investigation, the Panel determines that the Subject is guilty of misconduct, the President in consultation with the Committee, will determine the appropriate actions to be imposed on the Subject.
- H. The Council will submit a final report to OSI (for PHS funded grants and cooperative agreements) describing policies and procedures under which the Investigation was conducted, the findings and the basis for the findings, a summary of the views of any Subject found to have engaged in misconduct and a description of any sanctions imposed by the Council.

X. **Responsibilities to Donor Agencies:**

- A. Donor agencies shall be informed immediately when the Committee recommends the initiation of an Investigation. Donor agencies should also be kept informed, as appropriate, of the progress of the Investigation, and of the final outcome with a written report that thoroughly documents the Investigation process and findings.

For PHS funded grants and cooperative agreements: the decision to initiate an Investigation must be reported in writing to the Director, OSI, at the National Institutes of

Health; the Council must maintain detailed documentation of an Inquiry for at least three years, which must upon request be provided to the authorized DHHS personnel; the Panel must prepare and the Council must maintain documentation to substantiate findings in an Investigation for at least three years after PHS acceptance of the final report.

- B. Under certain circumstances it may be necessary to inform donor agencies of developments at earlier stages of the allegations disposition process. For PHS funded grants and cooperative agreements, the Committee is responsible for notifying the President and OSI if it ascertains at any stage of the Inquiry of Investigation that any of the following conditions exist:
- 1) There is an immediate health hazard involved;
 - 2) there is an immediate need to protect Federal funds or equipment;
 - 3) there is an immediate need to protect the interests of the person(s) making the allegations or of the Subject(s) or of her/his co-investigators and associates, if any;
 - 4) it is probably that the alleged incident is going to be reported publicly;
 - 5) there is a reasonable indication of possible criminal violation. In this instance, the Council must inform OSI within 24 hours of obtaining that information.

XI. **General Considerations:**

- A. If in the course of an evaluation or an Inquiry, the Subject admits the accuracy of the allegations, then the matter will be forwarded to the President who, in consultation with the Committee, will take appropriate disciplinary action.
- B. The Committee and those responsible for an Inquiry or an Investigation should arrange for their activities to be conducted in a manner which provides an appropriate level of expertise in the discipline covering the allegations.
- C. In order to protect the privacy and reputations of innocent parties and good faith accusers, all proceedings should be conducted in a manner designed to maintain their confidentiality. Knowledge of the proceedings should be limited to those who are necessarily involved in them. In the event that knowledge of any proceedings become public, appropriate steps should be taken, as necessary, to protect the reputation and professional standing of innocent parties.
- D. Allegations which are brought in good faith should not form the basis for any retaliation against the accuser, even if the allegations are not substantiated upon Inquiry or Investigation.
- E. The Committee and those responsible for an Investigation should take precautions against real or apparent conflicts of interest on the part of those in Inquiry or the Investigation.
- F. The Committee and those responsible for an Investigation shall at all times conduct their activities in a manner which is consistent with their obligations under applicable Federal, state, and local laws, rules, and regulation.

- G. The Committee and those responsible for an Investigation may request the assistance of legal counsel during the course of their activities. The need for legal counsel should be discussed with the President prior to consulting with the Council's attorneys.

In Process



GIRL Center External Research Collaborator Program Description

The Girl Innovation, Research & Learning Center ([The GIRL Center](#)) at the Population Council is a cross-cutting research hub, established in 2017, that leverages the Council's 20 years of research and programming expertise in adolescent girls and brings together today's leading scholars in adolescence to generate, synthesize, and translate evidence effectively for decision-making. Through rigorous research about what works — and what does not — we aim to ensure that investments in adolescent girls are based on evidence. Working with country counterparts in governments and NGOs, we are identifying best practices, refining the critical elements of girl-centered programs, and using solid evidence to help organizations and donors allocate scarce resources to the most effective programs.

This program welcomes multi-disciplinary researchers, as well as those with PhDs in public health, anthropology, sociology, economics, demography, or public policy from all over the world (with a particular interest in researchers from LMICs). GIRL Center Collaborators have deep subject matter expertise on adolescents and at least one or more of the following areas:

- Gender equality and equity
- Empowerment, agency, and decision making
- Primary and secondary education
- Climate change
- Child marriage
- Sexual and reproductive health
- Economic empowerment
- Sexual and gender-based violence
- Mental health
- Digital access
- Migration
- Forced labor

Program Objectives:

Collaborators will join our network of global researchers to deepen and drive research on adolescent health and development in LMICs.

Role and Responsibilities:

- Participate in quarterly meetings with the Director of the GIRL Center and other Collaborators to exchange knowledge and stay abreast of research activities.
- Participate in the peer-review process and co-author papers and other written pieces (i.e. commentaries, blogs, etc.) with Council researchers.
- Contribute to research by advising on analysis plans and ensuring studies are methodologically sound.
- Mentor young researchers focused on adolescents.
- Advise as subject matter experts during strategic planning sessions.



- Contribute to the Center's open data initiative, whereby researchers make data publicly available through the [Harvard Dataverse](#) and the [Adolescent Data Hub](#) upon completion of donor deliverables.

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