

**Employees...**

...we are committed to honesty, fairness, and providing a safe and healthy working environment that respects the dignity due everyone.

**Customers...**

...we are committed to providing complete confidentiality, attention to detail, reliable product delivery, and uncompromising service at a fair price.

**Suppliers and Partners...**

...we are committed to fair competition and the sense of responsibility required of a good customer and teammate.

**Obey the Law**

We will conduct our business in accordance with all applicable laws and regulations. Compliance with the law does not comprise our entire ethical responsibility; rather, it defines our minimum, absolutely essential performance of our duties.

**Promoting a Positive Workplace**

All employees want and deserve a workplace where they feel respected, satisfied, and appreciated. The company will not tolerate harassment or discrimination of any kind - especially involving race, color, religion, gender, age, national origin, sexual orientation, or disability.

Our goal is excellence in the workplace and creating an environment that supports honesty, integrity, respect, trust, and responsibility. In addition, citizenship is everyone's responsibility. While everyone who works for the company must contribute to the creation and maintenance of this environment, our executives and management personnel are charged with special responsibilities for fostering a work environment that is free from the fear of retribution. Managers and Team Leaders must be careful in words and conduct to avoid placing, or seeming to place, pressure on subordinates that could cause them to deviate from acceptable ethical behavior.

**Keep Accurate and Complete Records**

We must maintain accurate and complete company records. Transactions between the company and outside individuals and organizations must be promptly and accurately entered in our books in accordance with generally accepted accounting practices (GAAP) and principles. No one should rationalize or even consider misrepresenting facts or falsifying records. It will not be tolerated and will result in disciplinary action, including the possibility of immediate termination of employment.

**Record Costs Properly**

Employees and their supervisors are responsible for ensuring that labor costs are accurately recorded. No one should time in or out for another employee, and managers should insure that all normal work, work related to independent research and development, and general activities are charged appropriately.

## Corporate Policies

© 2008 by Human Arc

Human Arc  
1457 East 40<sup>th</sup> Street  
Cleveland, OH 44103  
(216) 431-5200  
(800) 828-6453  
(216) 431-5201 Fax

[www.HumanArc.com](http://www.HumanArc.com)

### **Bid, Negotiate, and Perform Contracts**

We will compete fairly and ethically for all business opportunities. If an employee is involved in the preparation of proposals or contract negotiations, he or she must be certain that all statements, communications, and representations to prospective customers are accurate and truthful. Once executed, all contracts must be performed in compliance with specifications, requirements, and clauses.

If an employee is involved in the negotiations for goods and services and receives proposals, bids, or contracts for negotiation, the company requires a minimum of two competitive bids for each contract or acquisition above \$5,000 in value. It is the employee's responsibility to ensure that all business opportunities are transacted honestly and in the best interest of the company and our partners.

### **Gifts, Gratuities, and Business Courtesies to U.S., State, and Local Government Employees**

Federal, state, and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities, and other things of value from firms and persons with whom those government departments and agencies do business, or over whom they have regulatory authority. It is our policy to comply strictly with those laws and regulations.

### **Business Courtesies to Non-Government Persons**

#### **Meals, Refreshments, and Entertainment**

It is an acceptable practice for our employees to provide meals, refreshments, entertainment, and other business courtesies of reasonable value to non-government persons in support of business activities, provided:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization. It is the responsibility of the offering employee to inquire about prohibitions or limitations of the recipient's organization before offering any business courtesy.
- Business courtesy must be consistent with marketplace practices, infrequent in nature, and may not be lavish or extravagant. While it is difficult to define "lavish or extravagant" by means of a specific dollar amount, a common sense determination should be made consistent with reasonable marketplace practices.

#### **Giving Gifts**

Our employees are prohibited from offering or giving tangible gifts having a market value of \$250 or more, to a person or entity with which the company does or seeks to do business, unless specifically approved by the Corporate Ethics Officer AND the CEO or President.

It is acceptable practice for our employees to provide gifts of reasonable value to non-government person in support of business activities, provided:

- The practice does not violate any law or regulation or the standards of conduct of the recipient's organization. It is the responsibility of the employee offering the gift to inquire about prohibitions or limitations of the recipient's organization before offering any business courtesy.
- Business courtesy must be consistent with marketplace practices, infrequent in nature, and may not be lavish or extravagant. While it is difficult to define "lavish or extravagant" by means of a specific dollar amount, a common sense determination should be made consistent with reasonable marketplace practices.

## Corporate Policies

© 2008 by Human Arc

Human Arc  
1457 East 40<sup>th</sup> Street  
Cleveland, OH 44103  
(216) 431-5200  
(800) 828-6453  
(216) 431-5201 Fax

[www.HumanArc.com](http://www.HumanArc.com)

## Business Courtesies to Our Employees

### Meals, Refreshments, and Entertainment

Although an employee may not use his or her position at our company to obtain business courtesies, it is permissible to accept unsolicited meals, refreshments, entertainment, and other business courtesies on an occasional basis, provided:

- The acceptance will foster goodwill and successful business relations;
- The courtesies are not lavish or extravagant under the circumstances;
- The courtesies are not frequent and do not reflect a pattern or the appearance of a pattern of frequent acceptance of courtesies from the same entities or persons; and
- The employee accepting the courtesies would feel comfortable about discussing the courtesies with his or her manager or co-worker, or having the courtesies known by the public.

It is the personal responsibility of each employee to ensure that his or her acceptance of such meals, refreshments, or entertainment is proper and could not reasonably be construed in any way as an attempt by the offering party to secure favorable treatment.

### Receiving Gifts

Our employees are not permitted to accept compensation, honoraria, funds or monetary instruments in any form or amount, or any tangible gift (including tickets to sporting, recreational, or other events) that has a market value of \$250 or more, from any entity, representatives of any entity, or any person that does or seeks to do business with the company, unless approved by his or her supervisor and the company's Ethics Officer. Solicitation of gifts is expressly prohibited. If you have any questions about the propriety of a gift, gratuities, or item of value, contact your supervisor or the company's Ethics Officer.

### Gifts to Our Employees Who Procure Goods or Services

If you buy goods or services for our company or you are involved in the procurement process, you must treat all suppliers uniformly and fairly. In deciding among competing suppliers, you must objectively and impartially weigh all facts and avoid even the appearance of favoritism. For this reason, gifts from suppliers or vendors must not be accepted, except advertising or promotional items of nominal value such as a pen, key chain, water bottle, visor cup or glass, or similar item displaying a company's logo. Established routines and procedures should be followed in the procurement of all goods and services.

## Steer Clear of Conflicts of Interest

Playing favorites or having conflicts of interest—in practice or in appearance—runs counter to the fair treatment to which we are all entitled. Avoid any relationship, influence, or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. Conflict of interest laws and regulations must be fully and carefully observed. When in doubt, consult company policies and procedures, and share the facts of the situation with your supervisor or Ethics Officer.

### **Here are some ways a conflict of interest could arise:**

- Employment by a competitor or potential competitor, regardless of the nature of the employment, while employed by this company.
- Acceptance of gifts, payment, or services from those seeking to do business with our company.

## Corporate Policies

© 2008 by Human Arc

Human Arc  
1457 East 40<sup>th</sup> Street  
Cleveland, OH 44103  
(216) 431-5200  
(800) 828-6453  
(216) 431-5201 Fax

[www.HumanArc.com](http://www.HumanArc.com)

- Placement of business with firm owned or controlled by an employee or his/her family.
- Ownership of, or substantial interest in, a company that is a competitor or a supplier.
- Acting as a consultant to a customer or supplier.

## Maintain the Integrity of Consultants, Agents, and Representatives

Business integrity is a key standard for the selection and retention of those who represent our company. Paying bribes or kickbacks, engaging in industrial espionage, obtaining the proprietary data of a third party without authority, or gaining inside information or influence are just a few examples of what could give us an unfair competitive advantage and could result in violations of law.

## Protect Confidential and Proprietary Information

Confidential client or alliance partner information, confidential information provided by reporters, and proprietary company information may not be disclosed to anyone without proper authorization. It is absolutely imperative that proprietary and confidential documents be kept in a protected and secure manner. In the course of normal business activities suppliers, clients, and competitors may sometimes divulge to you information that is proprietary to their business. Respect these confidences.

## Obtain and Use Company Assets Wisely

Proper use of company property, electronic communication systems, information resources, material, facilities, and equipment is your responsibility. Use and maintain these assets with the utmost care and respect, guarding against waste and abuse, and never borrow or remove them from company property without management's permission. Be cost-conscious and alert to opportunities for improving performance while reducing costs. While these assets are intended to be used for the conduct of our business, it is recognized that occasional personal use by employees may occur without adversely affecting the interests of the company. Personal use of company assets must always be in accordance with corporate and company policy. Consult your supervisor for appropriate guidance and permission.

All employees are responsible for complying with requirements of software copyright licenses related to software packages used in fulfilling job requirements.

## Warnings Signs: You're on Thin Ethical Ice When You Hear:

- "Well, maybe just this once..."
- "No one will ever know..."
- "It doesn't matter how it gets done as long as it gets done."
- "It sounds too good to be true."
- "Everyone does it."
- "Shred that document."
- "We can hide it."
- "No one will get hurt."
- "What's in it for me?"
- "We didn't have this conversation."

You can probably think of many more phrases that raise warning flags. If you find yourself using any of these expressions, take the quick quiz below and make sure you

## Corporate Policies

© 2008 by Human Arc

**Human Arc**  
1457 East 40<sup>th</sup> Street  
Cleveland, OH 44103  
(216) 431-5200  
(800) 828-6453  
(216) 431-5201 Fax

[www.HumanArc.com](http://www.HumanArc.com)

are on solid ethical ground.

### Quick Quiz: When in Doubt, Ask Yourself...

- Are my actions legal?
- Am I being fair and honest?
- Will my action stand the test of time?
- How will I feel about myself afterwards?
- How will it look in the newspaper?
- Will I sleep soundly tonight?
- What would I tell my child to do?
- How would I feel if my family, friends and neighbors knew what I was doing?

If you are still not sure what to do, ask...and keep asking until you are certain you are doing the right thing.

### Our Goal: An Ethical Work Environment

We have established a Code of Conduct, a corporate Ethics Policy, and have appointed an associate of the company charged with the responsibility of monitoring and perfecting this process. This vigorous, corporate-wide effort to promote a positive, ethical work environment underscores our commitment to ethical conduct throughout our company.

Our Ethics Officer oversees the functioning of the system throughout the company. You are urged to use this resource whenever you have a question or concern that cannot be readily addressed within your work group or through your supervisor.

### When You Contact Your Corporate Ethics Officer:

- You will be treated with dignity and respect.
- Your communication will be protected to the greatest extent possible.
- Your concerns will be seriously addressed and, if not resolved at the time you call, you will be informed of the outcome.
- You need not identify yourself.

Rev. 08-04-08

# # # #