

BECAUSE INDIVIDUALS MATTER

ROBERT MORRIS UNIVERSITY

POLICY
OF
ETHICAL
PRACTICE



RMU.EDU/ETHICSPOLICY

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1. INTRODUCTION

This Policy of Ethical Practice (the “Policy”) covers a wide range of Robert Morris University practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of Robert Morris University and its subsidiaries (collectively referred to as “Robert Morris University” or the “University”). Robert Morris University employees must conduct themselves in accordance with this Policy and seek to avoid even the appearance of improper behavior. Robert Morris University’s agents and representatives, including consultants, vendors and volunteers, are also expected to abide by this Policy.

Employees must comply with all applicable federal, state and local laws. If a provision of this Policy conflicts with a law, employees must comply with the law. This Policy supersedes all other codes of conduct, policies, procedures, instructions, practices, rules, or written or verbal representations to the extent that they are inconsistent with this Policy. However, this Policy does not supersede the provisions of any applicable collective bargaining agreement.

Robert Morris University continually reviews its policies and procedures and reserves the right to modify, supplement, amend or delete any provisions of this Policy.

2. PURPOSE

Robert Morris University seeks to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that Robert Morris University files with, or submits to, governmental agencies and other external entities, as well as other public communications made by Robert Morris University;

- Protection of confidential information and proper use of the University’s assets;
- Compliance with laws, rules, and regulations;
- Prompt internal reporting in good faith as described in sections 10-12 of this Policy; and
- Accountability for adherence to this Policy and other University policies.

3. ETHICAL BEHAVIOR

All Robert Morris University employees are expected to perform their job responsibilities in a manner that brings credit to themselves as individuals and reflects favorably on Robert Morris University. Robert Morris University proactively promotes ethical behavior, and encourages any employee to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. The guidance set forth in this Policy, together with good common sense and one’s own sense of right and wrong, are meant to guide decisions.

4. CONFLICTS OF INTEREST

A “conflict of interest” exists when an employee’s private interests interfere with, or even appear to interfere with, the interests of Robert Morris University. As an employee, one must be free of any actual or apparent conflicts of interest to assure the ability to exercise independent judgment with regard to Robert Morris University’s best interests. No employee shall engage in conduct, or allow a situation to exist, in which the employee’s personal interests conflict with his/her responsibility for honesty and fair dealings with Robert Morris University. Examples of a conflict of interest include but are not limited to:

- When an employee takes actions or has interests with a vendor or other entity that impair his/her objectivity as it relates to Robert Morris University;

- When an employee, or a member of his/her family, receives improper personal benefits as a result of his/her position with Robert Morris University;
- When an employee conducts Robert Morris University business with a relative or significant other, or with a business with which a relative or significant other is associated in any significant role, without full disclosure to and approval by Robert Morris University; or
- When an employee serves as a director of any organization that competes with Robert Morris University, except as otherwise approved by Robert Morris University.

Conflicts of interest may not always be clear-cut. If an employee has a question, he/she should consult with his/her immediate supervisor, departmental vice president or senior vice president, or the Human Resources Department.

Employees should review and be familiar with Robert Morris University's policies related to accepting gifts. No one working on behalf of Robert Morris University shall offer or accept meals, entertainment or travel that can reasonably be interpreted as an attempt to improperly influence the recipient. Meals, entertainment or travel may never be solicited for individual benefit. Further, one may never give or accept them where it would be unlawful to do so or it would knowingly violate the policy of the other party's employer. If an employee becomes aware of an actual or potential conflict of interest, he/she should follow the reporting mechanisms in section 10 of this Policy.

5. DISCLOSURES

Conflicts of interest are prohibited as a matter of Robert Morris University policy, unless the conflict is disclosed and approved on the Disclosure Form. The Disclosure Form outlines the completion and approval

requirements and is located on the University website. Even if a transaction or other arrangement presenting an actual or potential conflict of interest has been disclosed and approved, the employee must also remove him/herself from any decisions being made related to the transaction or arrangement.

6. OFFICER AND KEY EMPLOYEE CONFLICTS OF INTEREST

Employees identified as Officers and Key Employees are required to comply with the alternate disclosure requirements of the Officer and Key Employee Conflict of Interest Disclosure Statement. Employees meeting the qualifications of these categories will be notified directly during each annual certification and disclosure period. Disclosures are reviewed and approved by the chair of the Board of Trustees (the "Board"), annually. If a conflict of interest arises after the annual disclosure period is complete, the individual is required to update his/her original Officer and Key Employee Conflict of Interest Disclosure Statement.

7. FINANCIAL INTEGRITY, DISCLOSURE AND OTHER REPORTING

Robert Morris University financial statements, and other data statements, must fairly and accurately present the financial condition and/or operational activity of the University. All transactions affecting Robert Morris University, directly or indirectly, shall be recorded properly, accurately and in a timely manner, and documented in Robert Morris University's books and records in accordance with University policies, U.S. Generally Accepted Accounting Principles and governmental rules and regulations.

Federal and state laws require Robert Morris University to disclose certain information in various reports that the University must file with or submit to government authorities. In addition, from time to time, the University reports other non-financial and operational data, and makes public communications, such as issuing press releases. Robert Morris University expects all employees who are involved in the preparation of these filings or other public documents to ensure that the information disclosed in the documents is fair, accurate, timely and understandable. To the extent that an employee reasonably believes that questionable accounting, auditing, or other reporting conduct/practices have occurred or are occurring, he/she should utilize the reporting mechanisms in this Policy.

8. CONFIDENTIALITY

Robert Morris University respects the privacy of its employees, students, vendors, and customers. The University's relationship with its campus community is built on trust and respect. Accordingly, Robert Morris University will provide confidential information to others only on a need-to-know basis for legitimate business purposes and in accordance with applicable laws. Employees must maintain the privacy of confidential information entrusted to them by Robert Morris University and its campus community, except when disclosure is authorized by the University's established written policies or required by laws or regulations.

Confidential information includes all non-public information that has been entrusted to us. The obligation to preserve confidential information continues even after employment ends. In connection with this obligation, every employee must comply with all University policies regarding confidentiality.

9. PROTECTION AND PROPER USE OF ROBERT MORRIS UNIVERSITY'S ASSETS

Employees should protect all Robert Morris University assets and ensure their efficient use. Any suspected incident of fraud or theft should be reported immediately using the reporting mechanisms in this Policy. Robert Morris University equipment should not be used for non-Robert Morris University business, although limited incidental or personal use is permitted with the approval of one's immediate supervisor. All employees should be familiar with and follow the University's Acceptable Use Policy.

10. REPORTING RESPONSIBILITY AND MECHANISMS

Each employee of Robert Morris University has an obligation to promptly report any of the following (hereinafter collectively referred to as "Concerns"):

- Violations of laws, rules or regulations;
- Fraud;
- Questionable or improper accounting matters;
- Theft, waste, or misuse of University resources or property; and
- Other violations of this Policy.

If an employee has a Concern, he/she should not keep the information to him/herself, nor perform a personal investigation, but should promptly report via the mechanisms listed below:

Report to Management

Concerns should be reported initially through traditional reporting mechanisms, beginning with the immediate supervisor. If for any reason it is not appropriate to report suspected Concerns to the immediate supervisor, individuals should go to a higher level of management within their school or department.

Other options for reporting internally include:

- Human resources
- Internal audit
- General counsel

Reporting Hotline/Website

To the extent that reporting Concerns to management is not feasible or appropriate, and/or other resolution methods do not exist, employees may also report Concerns by calling the Policy of Ethical Practice Reporting Hotline at 1-800-963-5593 or submitting a report via the Web at www.ethicspoint.com.

- EthicsPoint is operated independently of the University to help ensure user confidentiality and, if desired, anonymity. If an employee chooses to report a Concern anonymously, he/she should provide very specific, detailed incident information to allow for appropriate investigation.
- For all hotline/website reported Concerns, the reporter will receive a report key to login and use to view the status of the Concern. Reporters are encouraged to check back regularly for questions or updates.

Employees are encouraged to report Concerns to management whenever possible. Anonymous hotline or website reports are often more difficult to investigate, and the credibility of such reports may be more difficult to determine.

11. HANDLING OF REPORTED CONCERNS

Reports will be evaluated to determine if the subject matter of the report would constitute a potential violation of this Policy. If so, a thorough investigation will be conducted, and appropriate action will be taken. If it is determined that the subject matter of the report would not, even if verified, constitute a violation of this Policy, the reporter will be redirected to the most appropriate mechanism for resolution. All reports will be treated as

confidential to the extent practicable.

All employees are expected to cooperate in investigations and refrain from interfering with or obstructing an investigation, misrepresenting or withholding information, attempting to discover the identity of anyone cooperating in an investigation, or breaching the confidentiality of an investigation. Doing so will result in appropriate disciplinary action up to and including termination of employment.

Internal audit will regularly report investigation results of reported Concerns to the Audit and Risk Committee of the Board of Trustees for its review.

12. ACTING IN GOOD FAITH

Anyone reporting a Concern must act in good faith and have reasonable grounds for believing the information disclosed is a violation of this Policy. The act of making allegations that prove to be unsubstantiated, and that prove to have been made maliciously, recklessly or with the foreknowledge that the allegations are false, will be viewed as a serious disciplinary offense and may result in appropriate discipline, up to and including termination of employment.

13. NO RETALIATION

No employee who in good faith reports a Concern shall be subject to retaliation or adverse employment consequences. Any employee who retaliates against someone who has reported a Concern in good faith is subject to appropriate discipline up to and including termination of employment.



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FOR MORE INFORMATION

For additional information regarding the Robert Morris University Policy of Ethical Practice, please contact Human Resources at **412-397-6270** or Internal Audit at **412-397-5274**.