

This Code of Conduct and Conflict of Interest Policy is based upon a fundamental and abiding respect for law and ethical practices and the realization that the overall interests of Manufacturing Works ("the Organization") and those acting on its behalf, in serving the public are best served by strict adherence to this Code of Conduct and Conflict of Interest Policy. Manufacturing Works' policy with respect to conflicts of interest requires that persons acting on behalf of Manufacturing Works avoid any conflict or appearance of conflict between their personal interests and the interests of Manufacturing Works in dealing with organizations or individuals doing or seeking to do business with Manufacturing Works.

This Code of Conduct and Conflict of Interest Policy applies to every person acting on behalf of Manufacturing Works. The following definitions shall apply to this Code of Conduct and Conflict of Interest Policy:

1. "Organization": the entire Manufacturing Works organization, including all committees and other constituent groups.
2. "Representative": every officer, director, trustee, delegate, employee (full-time or part-time), or any other person acting on behalf of Manufacturing Works.
3. "Board": the Board of Directors of the entity within Manufacturing Works most directly impacted by or involved in any actual or potential conflict of interest between a Representative and Manufacturing Works.

A copy of this Code of Conduct and Conflict of Interest Policy shall be furnished each Representative who is presently serving this organization. Any new Representatives shall be advised of the policy upon undertaking the duties as a Representative of Manufacturing Works.

All Representatives who are presently serving the organization shall sign the Conflict of Interest Statement annually. Any exceptions and potential conflicts of interest are to be disclosed on the Conflict of Interest Statement completed and signed annually by the Representative. The Governance Committee will review all Conflict of Interest Statements and will report the results including potential conflicts of interest to the Executive Committee.

Each Representative is responsible for compliance with this Code of Conduct and Conflict of Interest Policy and for taking steps to see that Representatives within his or her control comply fully. The primary responsibility of each Representative is to perform the duties of his or her position in a manner best suited to promote the interests of Manufacturing Works.

While the following guidelines are not intended to cover every situation or take the place of personal integrity, they will indicate how Representatives are to conduct themselves in many cases. The absence of a specific guideline does not relieve any Representative of the responsibility for proper, legal and ethical conduct at all times. Representatives in doubt should take up their problems with the responsible staff person or the Board or an appropriate committee thereof.

1. **Personal Financial Interests:** Without prior disclosure and a decision thereon, no Representative shall personally or through any Associate have a direct or indirect investment in any business enterprise which is doing or seeking to do business with Manufacturing Works (unless that investment is in the equity securities of a publicly-owned corporation regularly traded in the open market), including the receipt of any grants, fellowships or contributions from the Funds of Manufacturing Works.
2. **Gifts, Entertainment or Other Favors:** No Representative or any Associate shall solicit or accept gifts, cash, travel or lodging, unreasonable entertainment, loans or any other gifts or favors from persons doing business with Manufacturing Works, including suppliers of goods or services, other than those of such nominal value that they cannot be regarded as placing the Representative under any obligation to the donor. Any payments (such as honorariums or participation fees) received by Representatives or staff members for services related to Manufacturing Works employment or service shall be assigned to Manufacturing Works.
3. **Giving Gifts or Entertaining:** Manufacturing Works' funds or other assets shall not be used for improper payments to those doing or seeking to do business with Manufacturing Works. This prohibition covers direct payments or indirect payments through third parties, and reimbursement of Representatives for improper payments by them. However, Representatives may give gifts to or entertain others at Manufacturing Works' expense if such gifts, favors or entertainment are of limited value and consistent with accepted practices and are not in contravention of applicable law and generally accepted ethical standards.

4. Outside Employment: Representatives who are employed by an organization or person that does business with Manufacturing Works shall disclose such fact and recuse themselves from participation in any decision involving or affecting Manufacturing Works' relationship or dealings with their employer. Representatives who are Manufacturing Works employees shall not engage in outside employment that conflicts with their work, scheduled hours or performance at Manufacturing Works. Before a Manufacturing Works employee accepts full or part-time employment with any organization or any person with which the Manufacturing Works does business, that Representative shall submit in writing a description of the work assignment and expected duration of the work assignment to the responsible staff person or the Board or an appropriate committee thereof, who will decide if there is a conflict of interest by responding in writing to the Representative.

It is recognized that situations will occur in which a Representative has an outside affiliation or an interest in a present or proposed transaction which might be in conflict with, or have the potential to be in conflict with, or be perceived as being in conflict with the interests of Manufacturing Works. When such situations arise, a Representative shall make full disclosure in writing to the responsible staff person or the Board.

Moreover, the person having a conflict shall retire from the room in which the Board (or committee) is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, that person shall provide the Board or committee with any and all relevant information.

The minutes of the meeting of the Board or committee shall reflect that the actual or potential or perceived conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is a doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board (or its committee) excluding the person concerning whose situation the doubt has arisen.

A decision on any potential or actual conflict shall be made by the responsible staff person or the Board or an appropriate committee thereof. Such person or group shall use appropriate means at its disposal in order to render a decision, which means may include review by an unbiased disinterested person or group, including peer review of research projects with appropriate records being maintained on the matter. If the immediately responsible person or group decides that an unacceptable conflict does or would exist, then an opinion shall be so rendered and any necessary action shall be taken by the responsible person or group, which action may include, where appropriate, dismissal, recall or other appropriate action with respect to the Representative involved, or revocation, rescission or termination of a contract, return of monies, or other appropriate remedial action.

Failure to comply with the standards contained in this policy will result in disciplinary action that may include termination, referral for criminal prosecution, and reimbursement to Manufacturing Works or to the government, for any loss or damage resulting from the violation. As with all matters involving disciplinary action, principles of fairness will apply. Any employee charged with a violation of this policy will be afforded an opportunity to explain her/his actions before disciplinary action is taken.

Disciplinary action will be taken:

1. Against any employee who authorizes or participates directly in actions that are a violation of this policy.
2. Against any employee who has deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of this policy.
3. Against any Director, Manager or supervisor who attempts to retaliate, directly or indirectly, or encourages others to do so, against any employee who reports a violation of this policy in good faith.

Appropriate documentation in the books and records of Manufacturing Works, including Board minutes where appropriate, concerning any question which may arise under or any interpretation which may be made of this Code of Conduct is encouraged as a protection to the Representative and Manufacturing Works. The confidentiality of student, jobseeker, and contributor records shall be maintained and limited to use by Manufacturing Works.