



**FLORIDA'S
BLOOD CENTERS**

**CODE OF ETHICS
STANDARDS OF PERSONAL CONDUCT**

I. PURPOSE

This policy establishes the standards of ethical business behavior and personal conduct for officers, directors and employees of Florida's Blood Centers (FBC). Fundamental to FBC's continued success is the perpetuation of integrity and the highest ethical standards. The intent of this policy is to safeguard FBC's tradition of strong moral, ethical and social standard of conduct. The mission statement of FBC serves as the cornerstone for the standards of personal conduct. The mission of FBC is:

"All of us at Florida's Blood Centers are dedicated to the care and respect of our donors, our healthcare providers and the patients they serve. We are committed to one another and to the future we are building together. We will exceed our community's expectation and deliver life supporting and life enhancing services. We value integrity, initiative, teamwork, and most of all....individual responsibility for all that we do".

II. SCOPE

This policy applies to all officers, directors, volunteers and employees of FBC.

III. STATEMENT OF VALUES

FBC's statement of values represents the foundation for the Code of Ethics. These values include but are not limited to:

- Commitment to the public good
- Accountability to the public
- Respect for the worth and dignity of individuals
- Respect for diversity
- Transparency, integrity and honesty
- Responsible stewardship of resources
- Commitment to excellence and to maintaining the public trust

IV. GENERAL STATEMENT OF POLICY

FBC is built upon public trust and confidence, and depends upon a favorable perception of conduct of its business by donors, healthcare providers and patients. It

is imperative that each officer, director, and employee of FBC view his/her business and personal actions, intentions and impressions upon others objectively. Each must assure that no one observing actions, intentions or impressions would have reason to believe that even the slightest irregularity in conduct exists or could be implied. FBC believes that trusting, long-term relationships are built through honesty, openness and fair play. To this end, each individual must take responsibility for his or her own actions and conduct. Further, since managers are responsible for directing the actions of others and for setting an example for other employees they should be familiar with this Policy and how it applies to them and those under their direction. It should be noted that no one has authority to require or influence another employee to violate this Code of Conduct and any attempt to do so may result in immediate disciplinary action, up to and including termination.

V. WORK ENVIRONMENT

FBC respects and values its diverse employee population. Accordingly, FBC has an unwavering ethical commitment toward promoting a workplace that is respectful of personal differences and free of discrimination and harassment. FBC is committed to providing a work environment free of discrimination against any employee or applicant due to race, religion, color, national origin, gender, age, disability, veteran or marital status, or that is otherwise illegal.

It is the intention of FBC to provide an atmosphere free of harassment that creates tension and or an intimidating, offensive, or hostile work environment. Conduct that causes such condition violates FBC's code of business conduct. Abusive, insulting or offensive actions of any kind are considered harassment that disrupts and interferes with work performance or that creates an intimidating, hostile or otherwise offensive environment. Any employee experiencing such harassment is encouraged to report the incident to their manager, next level manager, or FBC's Human Resource Director **without fear of reprisal**. All incidents will be immediately investigated and the appropriate action taken.

VI. EMPLOYMENT PRACTICES

FBC relies upon the accuracy of information contained in the employment application, as well as the accuracy of other data presented throughout the hiring process and employment. Any misrepresentations, falsifications or material omissions in any of this information or data may result in our exclusion of the individual from further consideration for employment, or if the person has been hired, termination of employment.

To ensure that the individuals who join FBC are well qualified and have a strong potential to be productive and successful, it is the policy of FBC to check the employment references of all applicants.

FBC will respond to reference check inquiries from other employers. Responses to such inquiries will confirm only dates of employment and position held at time of leaving. Compensation will only be verified if the individual has previously disclosed that information to the party inquiring.

Under no circumstances will confidential information be used for the personal benefit of an officer, director or employee. To do so violates statutes and the policy of FBC. In addition to the penalties imposed by any statutes, such actions, if proven, will subject the officer, director or employee to removal from his/her position. The general rule is that such confidential information not be divulged to any person outside FBC, except for attorneys or other agents in furtherance of a legitimate business objective. This would include a family member or associate of any officer, director or employee. Information regarding current or former employees is confidential.

VII. CONFLICTS OF INTEREST AND RELATED PARTY BUSINESS TRANSACTIONS

Officers, directors and employees of FBC are expected to conduct their private business and personal activities in a manner that avoids a conflict of interest with FBC or FBC customers. FBC's Conflicts of Interest and Related Party Business Transactions Policy prohibits FBC and its affiliates from making payment, whether by money, services, or intangible property or rights, to any "related party" (as defined in the policy), except for payments made to an employee of reasonable compensation for services rendered as an employee or for the reimbursement of documented business expenses incurred by an employee or volunteer pursuant to an "accountable plan" as defined in the Internal Revenue Code and related Regulations.

All officers, directors, Board committee members and management-level employees must disclose to the Board of Directors any outside activities, financial interests, material transactions or relationships that may present or that could be expected to give rise to a possible conflict of interest, a related party transaction or the appearance of a conflict. Any known or potential conflict of other persons should also be promptly disclosed to the Board of Directors.

All officers, directors and employees should exercise good judgment in all personal and business dealings outside FBC and avoid actions or relationships which might conflict or appear to conflict with the responsibilities of such person's job or position or the interests of FBC. Please refer to FBC's Conflicts of Interest and Related Party Business Transactions Policy for additional details.

VII. OUTSIDE ACTIVITIES

Officers, directors and employees are encouraged to be active and involved participants in the community. Such activities should be limited by the person's own interests, and reasonable time requirements; any major outside employee commitments must be approved in advance by the immediate supervisor or other designated member of management. Other than the community activity described above, officers, directors and employees are discouraged from engaging in any outside interest which will divert time or attention from his/her duties.

VIII. PERSONAL CONDUCT

All employees are expected to contribute to the success of FBC by performing their jobs as required and conducting themselves in a professional manner consistent with FBC's business philosophy, values and standards of business conduct. Employee

honesty and integrity are essential to ethical business practices. Additionally it is essential to avoid making misrepresentations or dishonest statements to anyone outside FBC.

The following list includes, but is not limited to, unacceptable conduct that is considered detrimental to FBC's best interest and may result in immediate disciplinary action, up to and including termination of employment. It is the policy of FBC to investigate the occurrence of any major infraction, and to take appropriate and reasonable disciplinary action involving any individual(s) connected with FBC.

- Dishonesty: Any act which constitutes a breach of trust or dishonesty, i.e. theft, fraud or falsification of FBC records.
- Unethical, immoral, indecent or illegal conduct.
- Any action which renders an officer, director or employee an unacceptable security risk, adversely affects FBC's public image or causes embarrassment to FBC or its customers, donors or patients.
- Unauthorized possession, distribution or use of any drug or narcotic.
- Inability to perform work due to consumption of alcohol, narcotics or drugs.
- Harassment (which includes, but is not limited to, sexual harassment, physical fighting, or other abusive conduct creating an intimidating, hostile or offensive work environment)
- Discrimination against any employee or applicant due to race, religion, color, national origin, gender, age, disability, veteran or marital status, or that is otherwise illegal.
- Deliberate destruction of FBC or other employee's property
- Deliberate work stoppage or slowdown
- Theft, misappropriation, or unauthorized personal use of FBC property or property of others
- Insubordination/refusal to follow legitimate direction from a manager or deliberately undermining a manager's authority
- Bringing weapons, illegal substances or other contraband onto FBC property or being in possession, or in the case of illegal substances, under the influence, of same
- Any action which seriously impacts the FBC business or image in a negative or destructive way
- Any conduct that poses a serious threat to the health or safety of employees or FBC operations
- Unsatisfactory attendance or abuse of sick leave

- Gambling during work hours or on FBC property
- Misuse of FBC property, including equipment, supplies, email, intranet, and computer and voicemail systems can constitute unethical conduct.

In addition to the above any of the following conduct by any employee, including Officers and Directors, Chief Executive Officer (CEO), Chief Financial Officer (CFO), or Controller, must be reported immediately to the CEO unless the CEO is alleged to be involved in the conduct, in which case the report should be conveyed to the Chairman of the Audit Committee of the Board of Directors.

- Violation of the FBC's revenue recognition policies and procedures, or any other FBC policies or procedures designed to insure full, fair, accurate, timely and understandable disclosure of FBC information as required by any public reporting, applicable governmental law, rule or regulation.
- Failure to fully, fairly, accurately, understandably and timely disclose to the appropriate individual(s) within FBC any and all information that relates to the FBC's business, operations, internal controls or financial condition that may need to be reported or disclosed for any applicable public reporting, governmental law, rule or regulation.
- Misrepresentation, concealment, falsification or destruction of any documents or other information relating to the FBC's business, operations or financial condition that may be required to be reported or disclosed, or used to prepare documents required to be reported or disclosed, to any public reporting entity, governmental law, rule or regulation.
- Any other activity or conduct that could cause an individual, FBC or any of its officers or directors to violate any applicable governmental law, rule or regulation relating to full, fair, accurate, timely and understandable disclosure of information required to be disclosed to any third person.

IX. PROTECTION AND PROPER USE OF FBC ASSETS

All officers and employees are responsible for the safeguarding of all the property and records of FBC in a prudent and effective manner.

All officers and employees should endeavor to protect FBC's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the FBC's operations. Any suspected incident of fraud or theft should be immediately reported for investigation. FBC equipment should not be used for non-company business, though incidental personal use may be permitted.

No officer, director or employee may use official FBC stationery for personal or non-job related purposes, particularly when such use would imply endorsement by FBC or make references to FBC's employment in matters of personal dispute.

X. PUBLIC STATEMENTS

FBC has a policy of maintaining good relations with all news media and tries to accommodate media inquiries. Any inquiry made to employees, officers or directors, however, should be referred to the office of the CEO or the Chairman of the Board.

All information concerning FBC will fully and honestly reflect the policies and practices of FBC. Basic informational data such as Form 990, reviews and compilations and audited financial statements will be available to the public. All solicitation materials will accurately represent the policies and practices of FBC and reflect the dignity of operational beneficiaries. All financial, organizational, and program reports will be complete and accurate in all material respects.

XI. ADMINISTRATION AND RESPONSIBILITY

The primary accountability and responsibility for the Code of Ethics and Standards of Personal Conduct rests with each individual officer, director and employee. However, each supervisor and manager has the additional responsibility to demonstrate by example what compliance with this policy means. Additionally FBC has an active Board of Directors that is responsible for setting the mission and strategic direction of FBC, with oversight of the financial, operational, regulatory compliance and policies of FBC. The mission of the Board of Directors ensures that:

- Board members have the requisite skills and experience to execute their responsibilities of governance for the benefit of FBC and the public good.
- Conflicts of interest or the appearance thereof are avoided or appropriately managed through disclosure.
- Regular evaluation of the CEO performance to assure reasonable and appropriate CEO compensation. The Board of Directors is responsible for the hiring and termination of the CEO.
- The CEO and appropriate staff provide the Board of Directors with timely and comprehensive information so that the Board of Directors can effectively carry out its duties.
- FBC conducts all transactions and dealings with integrity and honesty
- FBC promotes working relationships with Board members, staff, volunteers and program beneficiaries based on mutual respect, fairness and openness.
- FBC is fair and inclusive in its hiring and promotion policies and practices for all Board, staff and volunteer positions.

- All FBC policies are in writing, clearly articulated and officially adopted.
- The resources of FBC are responsibly and prudently managed.
- FBC has the capacity to execute its programs effectively.

XII. REPORTING ANY ILLEGAL OR UNETHICAL BEHAVIOUR

All officers, directors and employees of FBC should promptly report any concerns about possible violations of the Code or any laws, rules or regulations and any observed illegal or unethical behavior directly to the CEO or to the Chairman of the Audit Committee of the Board of Directors.

Officers, directors and employees of FBC are encouraged to talk to supervisors, managers or other appropriate personnel, including legal counsel when deemed appropriate by senior management, when they have questions about the application of any policy, or when in doubt about the best course of action to take in a particular situation. FBC prohibits any individual from retaliating or taking adverse action against anyone for reporting misconduct or for raising or helping to resolve any ethics concern. Every officer, director and employee of FBC is expected to cooperate in internal investigations of misconduct.

The Board of Directors will determine, or designate appropriate persons to determine the actions to be taken in the event of violations of this Code. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code of Ethics and may include any and all of the following:

- Written notice to the individual involved that the Board has determined there has been a violation
- Censure by the Board
- Demotion or re-assignment
- Suspension with or without pay or benefits (determined by the Board)
- Termination

In determining the appropriate course of action, the Board or its designee shall take into consideration all relevant information, including:

- The nature and severity of the violation, whether the violation was a single occurrence or repeated occurrence,
- Whether the violation appears to have been intentional or inadvertent
- Whether the individual in question had been advised prior to the violation as to the proper course of action
- Whether or not the individual in question had committed other violations in the past.

FBC has clearly delineated roles and responsibilities for all reported concerns or complaints in the FBC Whistleblower Policy.

XIII. COMPLIANCE

Any officer, director or employee of FBC who violates the letter or spirit of FBC's Code of Ethics will be subject to disciplinary action, up to and including termination of employment or removal from the Board, as applicable. Conduct that may result in discipline includes failure to report a known or suspected violation of the Code of Ethics, failure to cooperate in internal investigations of possible violations, and retaliation of any kind against anyone who reports an ethics concern or violation. Violation of a policy can also mean breaking the law and can subject the individual to criminal penalties or civil sanctions.

FBC is knowledgeable of and complies with all laws, regulations and applicable national and international standards. FBC is governed by extensive regulations and is in full compliance with Occupational Safety and Health Administration, the Food and Drug Administration Code of Federal Regulations inclusive of Current Good Manufacturing Practices and the American Association of Blood Banks.

XIV. AMENDMENTS

Any amendment to or grant of a waiver from a provision of this Policy to any director or executive officer will be promptly disclosed to the extent and as required by law.